

County of Loudoun
Department of Planning
MEMORANDUM

DATE: January 6, 2010

TO: Judi Birkitt, Project Manager
Land Use Review

FROM: Marie Genovese, AICP
Planner III, Community Planning

SUBJECT: Addendum to ZMAP 2008-0021, Kincora Village Center, Third Referral

Community Planning Staff have provided three referrals dated May 5, 2009, September 1, 2009, and November 24, 2009 on the Kincora Village Center (ZMAP 2008-0021) application. Staff met with the applicant on May 27, 2009, August 31, 2009, September 16, 2009, and December 16, 2009 to discuss outstanding issues. One of the outstanding issues is conformance with the land use mix as specified in the Revised General Plan. Land bay acreages including parking and roadways were requested in the three referrals and at the above referenced meetings, with the exception of the September 16, 2009 meeting which pertained to site design only, to accurately determine if the land use mix as defined by the Plan was being met with the proposed application. Since the completion of the third referral, the applicant has provided staff with acreages for each land bay. Staff has provided a detailed analysis of the land use mix below.

OUTSTANDING ISSUES

LAND USE MIX

In the first three submissions of the application, the applicant provided land use mix percentages based on the development's maximum floor area, rather than as a percentage of land area. Staff was unable to use the information provided to calculate the land use mix as it was difficult to ascertain the limits of each individual land bay. For instance, the area south of Land Bay D and north of Land Bay G is labeled as surface parking and the areas to the east and west of Land Bay D are labeled for employment, retail, and parking uses but are not associated with any land bay. In addition, roadways have not been included in the land bay designations. On January 4, 2010, via e-mail, the applicant provided acreages for each land bay including roadways and stated that these acreages would be reflected in the next iteration of the Concept Plan currently being finalized. Staff has used this information to calculate the land use mix as a

percentage of the land area assuming that the square footages provided for each use by land bay on Sheet 13 (Concept Plan Tabulation Sheet) dated October 2, 2009 have

remained the same¹. For vertically-integrated mixed-use developments like Kincora, staff uses the same methodology the County has historically used for other developments, whereby the land use is calculated based on the percentage of the acreage equivalent to the use.

As stated in previous referrals, if the Kincora rezoning application is considered further, it may be appropriate to use the recommended land use mix for Regional Office developments for the northern portion of the property since this portion of the Kincora project resembles a mixed-use regional office development and the Keynote Employment land use mix for the southern portion of the property where the application is not proposing a residential component. The separation of the two developments is demonstrated further in the June 2009 Kincora Design Standards in which the applicant states "The northern parcels of Kincora are a true mixed-use community integrating office, residential, retail, entertainment, and a Minor League baseball park, all with ample parking facilities. The southern parcels include office, retail, a hotel, and space for a fire safety center".

The land use mix, as defined by the Plan is measured as a percentage of the gross land area (*Revised General Plan, Chapter 6*). Staff understands approximately half of the subject site is located within the river and stream corridor resource making it difficult to meet the minimum use percentages as called for in the Plan. Therefore, it may be appropriate to apply the percentage of residential and non-residential development on the developable acreage of the site rather than the gross acreage of the site for the Kincora rezoning application. The Plan allows for 50% of the required public parks and open space to be located within the river and stream corridor resource; therefore, the minimum percentages for public parks and open space and public and civic uses should still be based on the gross acreage of the site. Staff has calculated the land use mix for residential, office, and commercial retail and service uses based on the developable acreage for the northern portion of the subject property (see Table 1 below and Attachment 1) and office and commercial retail and service uses based on the developable acreage for the southern portion of the subject property (see Table 2 below and Attachment 1).

¹ Please note staff does not agree with the developable acreage for Land Bays N and Q. The river and stream corridor resource per County data impacts both Land Bays N and Q; however, the applicant proposes a different floodplain boundary per an active floodplain alteration (FPST 2009-0004). Staff notes per the Department of Building and Development July 30, 2009 comments on the active floodplain alteration, the amount of proposed fill shown for Pacific Boulevard, near its intersection with Gloucester Parkway, is not necessary for roadway construction.

Table 1: Regional Office Land Use Mix – Developable Acreage – Northern Portion of the Subject Property

Regional Office Land Use Categories¹	Minimum Required	Maximum Permitted	Acres	Percentage of Developable Land Area²
High Density Residential	15%	25%	26.91	27.36%
Regional Office	50%	70%	42.59	43.29%
Commercial Retail & Services ²	0%	10%	23.22	23.60%
Light Industrial/Flex	0%	20%	0	0%
Overall Commercial & Light Industrial	0%	20%	23.22	23.60%
Total Developable Acreage			98.39	

¹Land Bays A-K are based on the acreage of each land bay provided by the applicant via e-mail dated January 4, 2010 and the use square footages per land bay provided on the Concept Plan Tabulation Sheet (Sheet 13) dated October 2, 2009.

²The square footage for civic uses as provided on the Concept Plan Tabulation Sheet have been deducted from the developable acreage (5.66 acres) and the use percentages; however, civic uses have not been included in the above table because the minimum required amount of civic uses should be based on the gross acreage of the site (336 acres) rather than the total developable acres.

Table 2: Keynote Employment Land Use Mix – Developable Acreage – Southern Portion of the Subject Property

Keynote Employment Land Use Categories¹	Minimum Required	Maximum Permitted	Acres	Percentage of Developable Land Area²
Regional Office	70%	85%	41.91	69.89%
Commercial Retail & Services ²	0%	10%	13.23	22.06%
Total Developable Acreage			59.97	

¹Land Bays N and Q are based on the acreage of each land bay provided by the applicant via e-mail dated January 4, 2010 and the use square footages for both land bays provided on the Concept Plan Tabulation Sheet (Sheet 13) dated October 2, 2009.

²The square footage for civic uses as provided on the Concept Plan Tabulation Sheet have been deducted from the developable acreage (4.83 acres) and the use percentages; however, civic uses have not been included in the above table because the minimum required amount of civic uses should be based on the gross acreage of the site (336 acres) rather than the total developable acres.

As shown in Tables 1 and 2 above, based on the developable acreage of the southern and northern portions of the subject property, commercial retail and service uses

occupy over twice as much land area as permitted by the Plan while office uses do not meet the Plan's minimum.

Residential

Residential development as called for in the Plan is permitted to occupy a maximum 25% of the land area at densities between 8 and 16 dwelling units per acre (*Revised General Plan, Chapter 6, Regional Office Policy 2 and High-Density Residential Use Policy 1*). While the proposed residential uses slightly exceed the permitted maximum percentage of the developable land area, the dwelling units far exceed what is permitted by the Plan. The applicant may use the floodplain area to determine the maximum permitted dwelling units for the subject site. The northern portion of the subject property inclusive of the floodplain is approximately 180 acres, 25% of which (45 acres) may contain residential uses at a maximum residential density of 16 dwelling units per acre yielding a maximum of 720 dwelling units, 680 less than what is being proposed. Furthermore, since approximately half of the subject site contains floodplain, the actual dwelling units per acre on the ground will be much higher than 16 dwelling units per acre since the units will be concentrated on less land area making the design of the residential buildings even more crucial to ensure the integration with the surrounding community. Based on the number of units proposed (1400), along with the acreage devoted to residential uses per land bay (1.8 to 9.3 acres), the densities for residential land bays will range from 44 dwelling units per acre up to 63 dwelling units per acre (See Attachment 1). Based on a similar distribution of the total number of units over the same acreage, if the applicant were to reduce the number of dwelling units to what is permitted by the Plan for Regional Office developments (720 units) the dwelling units per acre would range from approximately 23 dwelling units per acre to 32 dwelling units per acre.

Retail

While the Plan limits retail and commercial service uses to 10% of the gross land area, the Retail Plan further limits the retail component within office and employment developments to 5% of the gross floor area (measured in square feet) of the non-residential uses in the development (*Retail Plan, Employment Supportive Retail Center Policy 3*). Based on the floor area of office proposed, 2.7 million square feet, the applicant is limited to 136,110 square feet of employment supportive retail. The applicant is proposing 398,825 square feet of retail exclusive of commercial service uses (i.e., hotels), representing approximately 14.7% of the gross floor area of the proposed office land uses. As stated in the third referral dated November 24, 2009, staff has concerns regarding the amount and scale of retail uses proposed. As currently proposed there is no assurance that the site will develop with the small scale retail uses envisioned for a pedestrian-oriented mixed-use development.

Staff recommends the applicant remove residential land uses from the proposal consistent with the Keynote Employment policies of the Plan. However, if the

application is considered further, staff recommends updating the plats and proffers reducing the amount of residential and retail uses and increasing the amount of office uses consistent with the land use mix for Regional Office and Keynote Employment developments.

ATTACHMENTS

Attachment 1: Land Use Mix Analysis by Land Bay

cc: Julie Pastor, AICP, Planning Director
Cynthia Keegan, AICP, Program Manager

**ATTACHMENT 1:
LAND USE MIX ANALYSIS BY LAND BAY**

Table 1: Proposed Development per Land Bay (Northern Portion of the Subject Property)

Land Bay	Acreage	Office (sq. ft.)	Hotel (sq. ft.)	Retail (sq. ft.)	Residential (sq. ft.)	Residential (dus/acre)	Civic
A	5.07				281,000	255	
B	11.51	450,000					25,000
C	9.25				446,000	405	
D	12.00	375,000		63,000	176,000	160	25,000
E	8.44	10,000		53,000	521,000	472	
F	16.06	558,000	345,000	30,000	120,000	108	42,000
G	4.69	86,200		56,200			
H	5.63	93,000		65,000			15,000
J	20.65	300,000	130,000	62,625			100,000
K	5.09			40,000			
Total	98.39	1,872,200	475,000	369,825	1,544,000	1,400	207,000

Acreage provided by the applicant. Use per land bay provided on Sheet 13, Concept Plan Tabulation Sheet dated October 2, 2009.

Table 2: Land Use Acreage per Land Bay (Northern Portion of the Site)

Land Bay	Acreage	Office	Hotel	Retail	Commercial Retail & Service	Residential	Dwelling Units per Acre	Civic
A	5.07					5.07	50.3	
B	11.51	10.90						0.61
C	9.25					9.25	43.8	
D	12.00	7.04		1.18	1.18	3.31	48.4	0.47
E	8.44	0.14		0.77	0.77	7.53	62.7	
F	16.06	8.18	5.06	0.44	5.50	1.76	61.4	0.62
G	4.69	2.84		1.85	1.85			
H	5.63	3.03		2.12	2.12			0.49
J	20.65	10.45	4.53	2.18	6.71			3.48
K	5.09			5.09	5.09			
Total	98.39	42.59	9.59	13.63	23.22	26.91		5.66
Percentage		43.29%	9.75%	13.85%	23.60%	27.36%		N/A

Table 3: Proposed Development per Land Bay (Southern Portion of the Subject Property)

Land Bay	Acreage	Office (sq. ft.)	Hotel (sq. ft.)	Retail (sq. ft.)	Civic
N	14.16		100,000		20,000
Q	45.81	850,000		29,000	50,000
Total	59.97	850,000	100,000	29,000	70,000

Acreage provided by the applicant. Please note, staff does not agree with the acreages for Land Bays N and Q as areas identified as river and stream corridor resources per County data have been included in the acreage totals. Use per land bay provided on Sheet 13, Concept Plan Tabulation Sheet dated October 2, 2009.

Table 4: Land Use Acreage per Land Bay (Southern Portion of the Site)

Land Bay	Acreage	Office	Hotel	Retail	Commercial Retail & Service	Civic
N	14.16		11.80			2.36
Q	45.81	41.91		1.43		2.47
Total	59.97	41.91	11.80	1.43	13.23	4.83
Percentage		69.89%	19.68%	2.38%	22.06%	N/A

County of Loudoun
Department of Planning
MEMORANDUM

DATE: November 24, 2009

TO: Judi Birkitt, Project Manager
Land Use Review

FROM: Marie Genovese, AICP, Planner
Community Planning

SUBJECT: ZMAP 2008-0021, Kincora Village Center – Third Referral

EXECUTIVE SUMMARY

NA Dulles Real Estate Investor LLC is requesting approval to rezone approximately 336.64 acres from the PD-IP (Planned Development – Industrial Park) zoning district under the 1972 Loudoun County Zoning Ordinance to the PD-MUB (Planned Development – Mixed Use Business) zoning district under the Revised 1993 Loudoun County Zoning Ordinance in order to develop a mixed-use project consisting of approximately 2.7 million square feet of office uses, 970,000 square feet of commercial retail and service uses, 1,400 multi-family residential dwelling units, and civic and open space uses. The subject property is planned for Keynote Employment uses with a portion of the property also having a Destination Retail Overlay. Plan policies do not envision residential development within areas planned for Keynote Employment uses. In addition, residential development is not envisioned on the subject property due to its location within the Route 28 Tax District.

The proposed PD-MUB zoning proposed for the subject site does not implement the Plan's vision for the subject property as it requires a minimum amount of residential uses. The PD-MUB zoning district was developed to provide for mixed-use communities within areas planned Business Community outside of the Route 28 Tax District. A rezoning to the PD-OP (Planned Development – Office Park) or PD-RDP (Planned Development – Research and Development Park) would better implement the Keynote Employment objectives of the Plan.

There are several fundamental land use issues identified by staff pertaining to the proposal.

1. The proposal is not consistent with the intent, recommended land use mix and economic strategy for Keynote Employment Centers, as defined in the Revised General Plan. The project proposes residential dwelling units, exceeds the amount of commercial retail and service uses and does not identify public and civic uses that conform to the recommended land use mix for Keynote Employment Centers;
2. The subject site is not located within any of the three locations specified within the Route 28 Tax District where residential development is permitted nor is the site designated for high-density residential uses. Notwithstanding the County's option to allow residential development to "buy out" of the District, any further increase in residential development reduces the viability of the Route 28 Tax District to fund future roadway improvements;
3. As this is an area of the County where residential development is not anticipated the fiscal costs associated with residential uses have not been projected into County budgetary plans. The proposed residential community is also isolated from the services that are intended to support it such as, schools, parks, etc. creating an auto dependent community which will increase transportation within the Route 28 Corridor;
4. The scale and intensity of proposed retail uses is not consistent with the high quality architectural design objectives of Keynote Employment areas. Offices would no longer be the defining architectural feature in the community;
5. Office uses are not the predominant use in each phase of the development; and
6. The design of the site is not consistent with the objectives of the Plan.

The application does not meet the policies of the Revised General Plan for planned Keynote Employment Centers. Although, staff cannot support the proposal due to significant and fundamental land use issues, staff has evaluated the proposed land use mix, phasing, and design as well as capital facility and open space impacts should the application move forward.

BACKGROUND

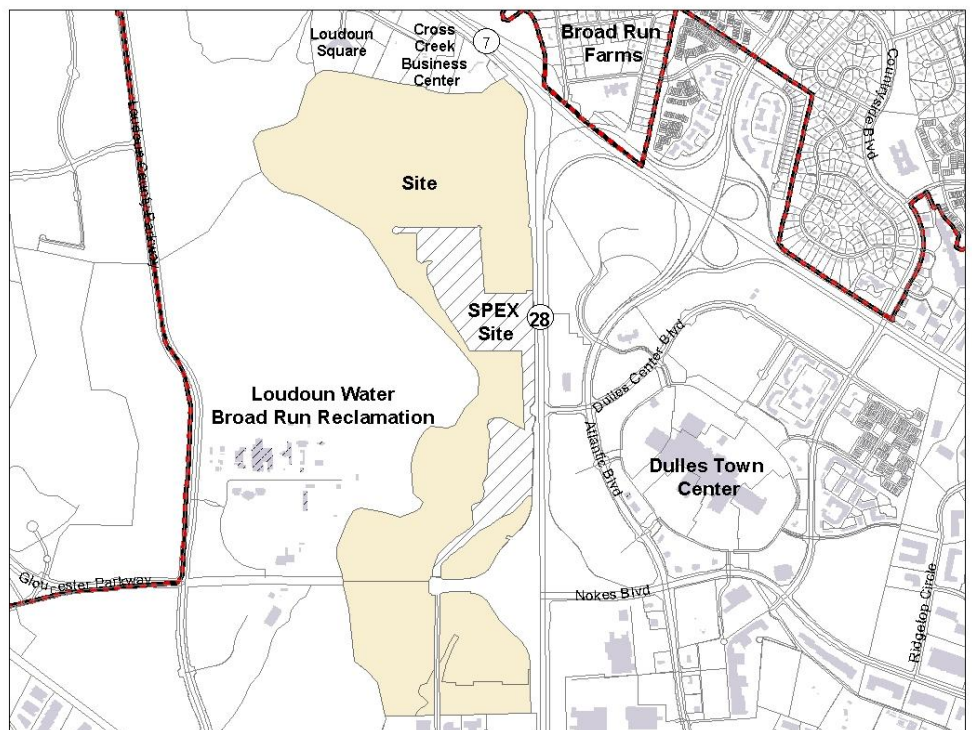
NA Dulles Real Estate Investor LLC proposes to rezone approximately 336.60 acres from PD-IP (Planned Development – Industrial Park) to PD-MUB (Planned Development – Mixed Use Business) to develop a mixed-use community that includes approximately 2.7 million square feet of office uses; 970,000 square feet of commercial retail and service uses, including a 575,000 square foot (720 room) hotel/conference center; 1.5 million square feet of multi-family residential (1,400 dwelling units); and civic and open space uses, including a 167-acre passive park along the Broad Run. The applicant is also proposing modifications to the Zoning Ordinance, Facilities Standards Manual (FSM), and Land Subdivision and Development Ordinance (LSDO). On July 21, 2009 the Board of Supervisors approved a special exception (SPEX 2008-0054) for a minor league baseball stadium, office uses, and commercial retail and service uses on a portion of the property (see Vicinity Map).

The property is located within the Route 28 Highway Improvement District (Route 28 Tax District) south of Route 7, north of Severn Way, west of Route 28 and east of the Broad Run (See Vicinity Map). Development

surrounding the site includes Dulles Town Center to the east across Route 28, Loudoun Water's Broad Run Reclamation facility to the west, and Loudoun Square and Cross Creek Business Center to the north.

The applicant has provided a table outlining revisions to the Concept Plan and proffers and the corresponding referral agency comments these changes address. While minor inconsistencies outlined in the Community Planning second referral dated September 1, 2009 have been included in this table, the major issues indicated in the first and second referrals have not been addressed and continue to be outstanding. The Planning Commission held a public hearing on the rezoning application on October 15, 2009 and voted to send the application to a worksession for further discussion. Since the public hearing, staff has received the applicant's third referral submission. Several issues

Vicinity Map



remain outstanding, including the primary issue pertaining to inconsistency with the designated planned land use. Staff has outlined outstanding issues below.

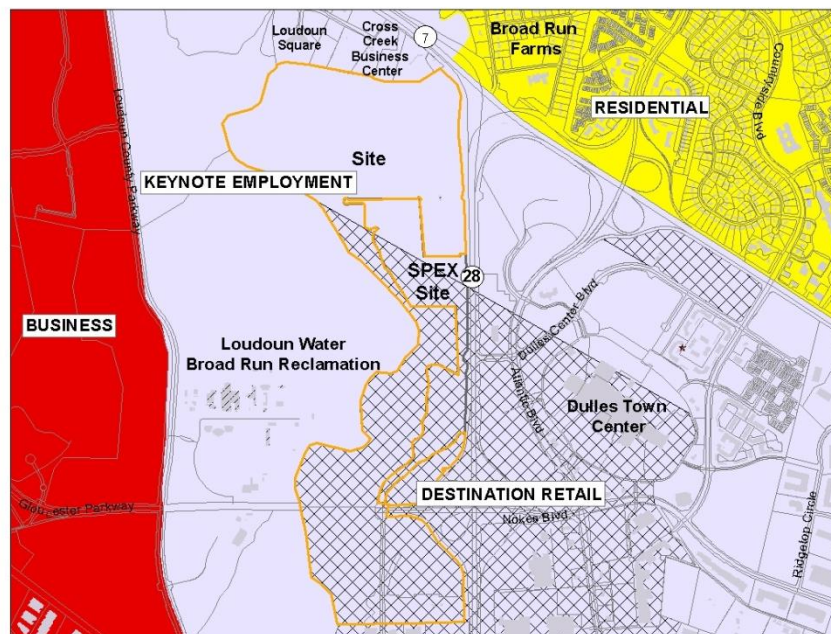
OUTSTANDING ISSUES

A. LAND USE

The Revised General Plan identifies the site as suitable for Keynote Employment uses with a portion of the property having a Destination Retail Overlay (*Revised General Plan, Chapter 7, Planned Land Use Map*). It is the applicant's decision which land use they wish to pursue; however, it is not the Plan's intent that aspects of the two planned land use designations be intermingled with each other. The applicant's Statement of Justification provides they wish to pursue office development consistent with Keynote Employment uses; however, they are also seeking to develop residential uses which are inconsistent with the Plan.

The intent of the Keynote policies is to provide 100-percent premier office or research-or-development centers along major corridors supported by ancillary retail and personal services for employees of the development (*Revised General Plan, Chapter 6, Keynote Employment Centers Text*). The Plan specifically precludes residential development within areas planned for Keynote Employment (*Revised General Plan, Chapter 6, Keynote Employment Centers Text*). Furthermore, the subject property is also located within the Route 28 Highway Improvement Tax District, which limits residential development to three specific locations as well as areas designated as high density residential on the Planned Land Use Map (*Revised General Plan, Chapter 6, General Residential Policy 3*). The subject site is not located in an area within the Route 28 Tax District where residential uses are permitted.

Planned Land Use



The applicant is proposing a mixed-use development consisting of approximately 2,722,200 square feet of office uses, 973,825 square feet of commercial service and retail uses (including 575,000 square feet of hotel uses), 1,544,000 square feet of residential uses or 1,400 dwelling units, and 277,000 square feet of public, civic, and institutional uses to be developed in phases. The proposed mixed-use development is not consistent with the intent and land use mix for Keynote Employment Centers, as defined in the Revised General Plan. As this is an area of the County where residential development is not anticipated the proposed residential community is isolated from the services that are intended to support it such as, schools, parks, etc. creating an auto-dependent community which will increase transportation within the Route 28 Corridor (for example, children in this community would travel to Ashburn for school, Cascades for the library, and Claude Moore Park for sports). In addition, residential development within the Route 28 Tax District in an area where it is not intended reduces the viability of the district to fund future roadway improvements (*CTP, Appendix 3, Special Tax Districts*).

Until such time as the Board of Supervisors changes policies regarding such uses within Keynote Employment areas, staff can only support an application that meets current policies.

The proposed residential land uses are not consistent with the Keynote Employment policies of the Plan. Staff recommends the applicant remove residential land uses from the proposal. Until the Board of Supervisors provides a different vision for this area, staff can only support Destination Retail or Keynote Employment uses on the subject property.

As stated above, staff cannot support the proposed rezoning; however if this application is considered further the following should be addressed:

B. LAND USE MIX

If the application is considered further it may be appropriate to use the recommended land use mix for Regional Office developments as outlined in Table 1 below for the northern portion of the property since this portion of the Kincora project resembles a mixed-use regional office development and the Keynote Employment land use mix outlined in Table 2 for the southern portion of the property where the application is not proposing a residential component. The separation of the two developments is demonstrated further in the June 2009 Kincora Design Standards in which the applicant states "The northern parcels of Kincora are a true mixed-use community integrating office, residential, retail, entertainment, and a Minor League baseball park, all with ample parking facilities. The southern parcels include office, retail, a hotel, and space for a fire safety center".

Table 1: Recommended Regional Office Land Use Mix (as a % of land area)

Regional Office Land Use Categories	Minimum Required	Maximum Permitted
High Density Residential	15%	25%
Regional Office	50%	70%
Commercial Retail & Services	0%	10%
Light Industrial/Flex	0%	20%
Overall Commercial & Light Industrial	0%	20%
Public & Civic	5%	no maximum
Public Parks & Open Space	10%	no maximum

Table 2: Recommended Keynote Employment Land Use Mix (as a % of land area)

Keynote Employment Land Use Categories	Minimum Required	Maximum Permitted
	15%	25%
Regional Office	70%	85%
Commercial Retail & Services	0%	10%
Public & Civic	5%	no maximum
Public Parks & Open Space	10%	no maximum

As stated in the first and second referrals, the land use percentages defined by the applicant are not provided as a percentage of land area, but rather are based on the development's maximum floor area; therefore, staff is unable to determine if the uses exclusive of residential meet the land use mix as defined by the Plan. For vertically-integrated mixed-use developments like Kincora, staff uses the same methodology the County has historically used for other developments, whereby the land use is calculated based on the percentage of the acreage equivalent to the use. While the applicant has provided square footage of use by land bay (Sheet 13, Concept Plan Tabulation Sheet), it is difficult to determine the acreage devoted to each land bay as roads, parking, and open space areas have not been included within all the land bays. Therefore, staff is unable to determine the land use mix based on the gross acreage of the subject property (also see Open Space Preservation Program discussion below). Furthermore, there are areas labeled for employment and retail uses on Sheets 11 and 12 of the CDP that are not assigned to a specific land bay. Staff met with the applicant on August 31, 2009 to discuss outstanding issues identified during the second referral review. At this meeting the applicant stated they would provide land bay acreages, including roadways, parking areas, river and stream corridor resources, etc. so that staff could calculate the land use mix based on the gross acreage of the site consistent with Plan policies. As of the writing of this referral the applicant has not provided the land use mix based on the gross acreage of the subject property or acreages for each land bay including all areas of the subject property.

Staff requests the applicant specify on the proffered Concept Plan (Sheets 8-12) and the Concept Plan Tabulation Sheet (Sheet 13) a breakdown of land use mixes, measured as a percentage of the land area. The breakdown should correspond with the land use mix for Regional Office developments for the northern portion of the subject site and Keynote Employment for the southern portion of the subject site based on the gross acreage of the subject site (see further discussion below). The land use mix for Regional Office and Keynote

Employment developments as defined in the Revised General Plan is based on the gross acreage of the subject site rather than the development's maximum floor area as currently provided.

The information provided on Sheet 13 does not correspond with Sheet 9 of the Concept Plan. Sheet 13 provides that Land Bay N will consist of hotel and civic uses, while Sheet 9 provides that Land Bay N will consist of hotel, civic, non-hotel commercial, and employment uses. Furthermore, Proffer IG2 provides that if an application for a performing arts center has not been filed within 10 years of the rezoning approval, the two-acre performing arts center site proposed within Land Bay J may be relocated to a two-acre site within the northern portion of the property. There is no indication where this two-acre site would be located and how the relocation of the two-acre site would impact the land bay square footages provided on Sheet 13.

The Concept Plan and Concept Plan Tabulation Sheet (Sheet 13) should be revised to accurately depict the proposed uses within each land bay.

If the application is considered further, staff has provided an estimate of the anticipated land use mix for Regional Office developments for the northern portion of the site and Keynote Employment for the southern portion of the site. While staff cannot provide a thorough analysis of the anticipated land use mix due to the lack of information provided, Tables 3 and 4 below provide the minimum and maximum land use potential for the subject property as currently proposed. The proposed residential and retail uses proposed exceed what is permitted in the Plan, while the southern portion of the site proposes less regional office uses than anticipated.

Table 3: Regional Office Land Use Mix – Northern Portion of the Subject Property¹

Regional Office Land Use Categories	Minimum Required	Minimum Development	Maximum Permitted	Maximum Development	Proposed
High Density Residential	15%	432 dus	25%	720 dus	1,400 dus
Regional Office	50%	1.5 mil. sq. ft. 0.4 FAR	70%	2.2 mil. sq. ft. 0.4 FAR	1.9 mil. sq. ft.
		3.9 mil. sq. ft. 1.0 FAR		5.4 mil. sq. ft. 1.0 FAR	
Commercial Retail & Services ²	0%	0	10%	93,610 sq. ft.	369,825 sq. ft. ³ 844,825 sq. ft. ⁴
Light Industrial/Flex	0%	0	20%	627,264 sq. ft. 0.4 FAR	0
				1.5 mil. sq. ft. 1.0 FAR	
Overall Commercial & Light Industrial	0%	0	20%	627,264 sq. ft. 0.4 FAR	369,825 sq. ft. ³ 844,825 sq. ft. ⁴
				1.5 mil. sq. ft. 1.0 FAR	
Public & Civic	5%	9.0 acres	no maximum		To be determined
Public Parks & Open Space	10%	18 acres	no maximum		To be determined

¹Based on approximately 180 acres, inclusive of floodplain being developed as Regional Office as depicted on the Concept Plan Tabulation Sheet (Sheet 13). Residential land uses based on a maximum of 16 dwelling units per acre (*Revised General Plan, Chapter 6, High-Density Residential Use Policy 1*), Non-residential land uses based on a .4 to 1.0 FAR (*Revised General Plan, Chapter 6, Suburban Policy Area Land Use Matrix*).

²The Retail Plan limits commercial retail and service uses to 5% of the gross floor area measured in square feet of the non-residential development, or 93,610 square feet for the 1,872,200 square feet of office uses proposed within the northern portion of the subject site (*Retail Plan, Employment Supportive Retail Center Policy 2*).

³Commercial retail and services square footage exclusive of the proposed hotel square footage.

⁴Commercial retail and services square footage inclusive of the proposed hotel square footage.

Table 4: Keynote Employment Land Use Mix – Southern Portion of the Subject Property¹

Regional Office Land Use Categories	Minimum Required	Minimum Development	Maximum Permitted	Maximum Development	Proposed
Regional Office	70%	1.9 mil. sq. ft. 0.4 FAR	85%	2.3 mil. sq. ft. 0.4 FAR	850,000 sq. ft.
		4.7 mil. sq. ft. 1.0 FAR		5.7 mil. sq. ft. 1.0 FAR	
Commercial Retail & Services ²	0%	0	10%	42,500 sq. ft.	29,000 sq. ft. ³ 129,000 sq. ft. ⁴
Public & Civic	5%	7.75 acres	no maximum		To be determined
Public Parks & Open Space	10%	15.5 acres	no maximum		To be determined

¹Based on approximately 150 acres, inclusive of floodplain being developed as Keynote Employment as depicted on the Concept Plan Tabulation Sheet (Sheet 13). Regional Office uses based on a .4 to 1.0 FAR (*Revised General Plan, Chapter 6, Suburban Policy Area Land Use Matrix*).

²The Retail Plan limits commercial retail and service uses to 5% of the gross floor area measured in square feet of the non-residential development, or 42,500 square feet for the 850,000 square feet of office uses proposed within the southern portion of the subject site (*Retail Plan, Employment Supportive Retail Center Policy 2*).

³Commercial retail and services square footage exclusive of the proposed hotel square footage.

⁴Commercial retail and services square footage inclusive of the proposed hotel square footage.

Staff recommends updating the submitted plats and proffers reducing the amount of residential and retail uses and increasing the amount of office uses to be consistent with the land use mix as called for in the Plan (see Tables 3 and 4 above).

Retail

While the Plan limits retail and commercial service uses to 10% of the gross land area, the Retail Plan further limits the retail component within office and employment developments to 5% of the gross floor area (measured in square feet) of the non-residential uses in the development (*Retail Plan, Employment Supportive Retail Center Policy 3*). Based on the floor area of office proposed, 2.7 million square feet, the applicant is limited to 136,110 square feet of employment supportive retail. The applicant is proposing 398,825 square feet of retail exclusive of commercial service uses (i.e., hotels), representing approximately 14.7% of the gross floor area of the proposed office land uses. The October 5, 2009 proffers provide that at least 200,000 square feet of the proposed retail uses will consist of employment supportive uses and has included examples of such uses (Proffer IB2). The proffers further provide that with the exception of grocery stores, health and fitness centers, and specialty retail sales establishment offering merchandise and programs related primarily to outdoor recreational uses and activities, each of which may contain up to 80,000 square feet, no individual retail sales establishment shall exceed 50,000 square feet (Proffer IB2). The Retail Plan calls for Freestanding Retail, individual stores larger than 50,000 square feet

to locate in areas designated for Destination Retail Centers (*Retail Plan, Freestanding Retail Policy 1*). In addition, as the types of retail uses envisioned to support the office and residential uses are intended to be smaller scale, pedestrian-oriented uses, the 50,000 square foot limit for individual retail sales establishments is also not consistent with Plan policies. Large scale retail uses serve a regional market, relying almost solely on automobile access which is not consistent with a pedestrian-oriented mixed-use development. While a portion of the property does have a Destination Retail Overlay it is the Plan's intent that a property develop with either Destination Retail uses or the underlying land use designation (*Revised General Plan, Chapter 7, Planned Land Use Map*).

Staff continues to have concerns regarding the amount and scale of retail uses proposed. As currently proposed there is no assurance that the site will develop with the small scale retail uses envisioned for a pedestrian-oriented mixed-use development. Staff recommends the applicant revise Proffer IB2 reducing the maximum square footage for retail sales establishments. The proposed 80,000 square foot cap for a grocery store, health club, and specialty sporting goods retail store as well as the 50,000 square foot limitation for all other retail uses does not meet the intent of the Plan, which calls for employment supportive retail uses to be designed and scaled for the intended service population (*Retail Plan, General Retail Policies Text*). As currently proposed there is no guarantee that any retail use on the subject property will be less than 50,000 square feet. In order to address the integration of retail uses, staff recommends the applicant revise the submitted proffers and Design Guidelines to prohibit retail uses from being visible from Pacific Boulevard, Route 28, and Gloucester Parkway.

Staff recommends the applicant reduce the amount of retail uses to a total of 136,110 square feet or 5% of the total office uses in the development. As stated previously, the Plan does not support residential development on the subject site; however, if the application is considered further it may be appropriate to consider additional retail uses to support the residents of the mixed-use community provided they are of a scale and intensity consistent with the Plan. The proffers should be updated limiting the size of the proposed retail uses to ensure they are of a scale that serves primarily the convenience needs of the business and residential uses. Staff recommends committing to smaller scale retail uses to ensure the development of pedestrian-oriented uses. Staff recommends revising the proffers and Design Guidelines prohibiting retail uses from being visible from Pacific Boulevard, Route 28, and Gloucester Parkway (see Attachments 1 and 2).

Hotel

The submitted proffers (IB3) provide that one or more hotel uses will be located on the subject site not to exceed a total of either 575,000 square feet or 720 rooms and that at least one of the hotels shall be a "full service hotel" including a range of services and

amenities, including a minimum 3,500 square foot sit-down restaurant, room service, concierge services, and a minimum of 3,500 square feet meeting rooms. The Concept Plan Tabulation Sheet (Sheet 13) displays three separate locations adjacent to Route 28 for potential hotel uses. Staff notes that there are several hotels along the Route 28 Corridor and continues to question the need for more than one hotel use on the subject site (see Market Study discussion below).

Staff recommends limiting the number of hotels to one.

Residential

The applicant is proposing a maximum of 1,400 multi-family dwelling units on the subject property. Staff notes that the PD-MUB District does not implement the Plan's vision for the subject site, which does not permit residential uses. If residential uses are considered further the number of units should be reduced (see Table 3 above) and developed following significant employment development to ensure the employees working in the community the best opportunity to reside in these units (See Phasing discussion below).

Civic Space

Civic space includes community centers, small churches, fire and rescue facilities, schools, non-profit day care centers, plazas, public art, and entrance features (*Revised General Plan, Chapter 6, Open Space Policy 2 & Glossary*). The submitted proffers provide that a minimum of 5% of the total floor area to be constructed on the property will be devoted to public/civic/institutional uses (Proffer IB5). Staff notes that the land use mix as defined in the Plan calls for 5% of the total land area rather than the total floor area.

The submitted proffers provide examples of the types of civic space that may be provided to include village greens, plazas, sculpture and flower gardens, picnic areas, gazebos, government offices, public meeting halls, libraries, museums, community club houses, community centers, post offices, day care facilities, church sites, performing arts centers, amphitheaters, and a public use site. The proffers also include commitments for a 2-acre performing arts center and related civic uses (Proffer IG), a 10,000 square foot central plaza (Proffer IH), and a five-acre public use site (Proffer VIA). While these facilities may count towards meeting the civic space requirement of the land use mix, staff notes that the proffers include wording that relieves the applicant of the 2-acre performing arts center requirement if a similar facility is located within a 5-mile radius. While staff understands that the 2-acre site may not be suitable for a performing arts center if a similar facility is developed in close proximity; if the applicant wishes to count this towards meeting the civic space requirement then the proffers need to be amended to provide that the 2-acres will be provided for some other civic amenity if the performing arts center is not located on site. Staff also notes that while Proffer VIA states that the applicant will provide a minimum of five buildable acres (i.e., an area not encumbered by floodplain, wetlands, or very steep slopes) within Land Bay N for a

fire and rescue and/or sheriff substation facility, Land Bay N contains river and stream corridor resources (see River and Stream Corridor Resource discussion below).

Furthermore, please note that a gazebo does not typically meet the civic space requirement for a development of this size and a day care center must be a non-profit facility to count towards meeting the civic space requirement of the land use mix. The applicant has provided a Civic Space Exhibit (Sheets 32 and 33), which shows possible public, civic, and institutional uses totaling 15.10 acres and a possible 81,000 square foot or 1.86 acres central plaza however, staff notes the applicant is not providing any commitments to conformity with these sheets. The civic space as depicted on these sheets does not appear to accurately show potential civic space. For example, staff notes that an office building in Land Bay J is shown as a civic use and the central plaza is not actually central to the mixed-use community. Staff recommends locating the central plaza at the end of Road 6 creating a focal point for the community (see Attachments 1 and 2).

The Broad Run Toll House and Bridge Ruins, located north of the subject property, are the only such combination existing in Virginia and as such were one of the first Loudoun County properties to be listed in the National Register of Historic Places in 1970. The Toll House and Bridge were then designated by the County as a local Historic Site District in 1972. The proposed alignment of Pacific Boulevard across the Broad Run adversely impacts the Toll House so that preservation of the resource in its current location would not be possible. County staff as well as the Virginia Department of Transportation have requested the realignment of Pacific Boulevard to the west and/or south to avoid adversely affecting the Toll House. However, regardless of the Pacific Boulevard alignment, the resource will be impacted whether visually or structurally. Staff strongly encourages the realignment of Pacific Boulevard allowing for the preservation of the Broad Run Toll House and Bridge Ruins in their current location (see Community Information and Outreach, Community Planning, and Parks, Recreation, and Community Services joint referral). Staff continues to recommend the applicant include the Toll House property as a part of the rezoning application. As stated above, it does not appear that the applicant is meeting the public and civic space component of the land use mix. The preservation of this significant County historic resource in its current location could provide a valuable civic space component to the application.

Staff recommends the applicant provide at least 5% of the total land area, or 16.83 acres as public and civic uses. The size, location and phasing of all public and civic uses should be clearly and correctly identified on the Concept Plan and quantified on the Concept Plan Tabulation Sheet to accurately calculate the amount of civic space proposed. Staff recommends the applicant commit to the central plaza in a central location within the northern portion of the site where the applicant is proposing the mixed-use community. Staff recommends the applicant commit to minimum civic amenities located throughout the site to ensure that the residents and employees will be adequately served. The proffers

should be updated to list only those uses that meet the definition of civic space as identified in the Plan (see Attachments 1 and 2). Staff encourages the applicant to include the Toll House property as a part of the rezoning application, including the preservation of the resource in its current location as a civic component of the proposed development.

C. PHASING

Policies call for a phasing plan to be included with all mixed-use projects to ensure a build-out relationship between residential and non-residential components of the project (*Revised General Plan, Chapter 6, Land Use Pattern and Design Policy 6*). The submitted proffers include linkages between non-residential and residential uses, including uses approved as part of SPEX 2008-0054, Kincora Village – Office/Recreational Complex¹. Table 5 below summarizes the linkages as proposed with the submitted proffers.

Table 5: Proffer Linking Non-Residential Uses to Residential Development

	Non-residential*	Residential
Proffer IF1 – Phase 1	780,000 square feet 15% of the total non-residential uses 4% of the total office uses (maximum 195,000 sq. ft. retail, minimum 150,000 sq. ft. office)	928 dwelling units 66% of the total residential uses (700 dus + 228 ADU and workforce housing units)
Proffer IF2 – Phase 2	1,500,000 square feet 29% of the total non-residential uses 22% of the total office uses (maximum 300,000 sq. ft. retail, minimum 800,000 sq. ft. office)	1,153 dwelling units 82% of the total residential uses (925 dus + 228 ADU and workforce housing units)
		1,303 dwelling units** 93% of the total residential uses (1,075 dus + 228 ADU and workforce housing units)
Proffer IF3 – Phase 3	No further linkage limitation on timing of residential uses once occupancy permits have been issued for more than 1,500,000 square feet of non-residential uses on the rezoning property and/or the special exception property	

*May include non-residential development approved with the SPEX 2008-0054.

**If a zoning permit has been issued for the baseball stadium proposed with SPEX 2008-0054, then the applicant may develop up to 1,303 dwelling units as part of Phase 2.

While the proposed linkage proffers include minimum floor area requirements for office uses as well as maximum floor area requirements for retail uses, staff notes the non-residential floor area may include the proposed 575,000 square feet of hotel uses as well as uses approved as part of SPEX 2008-0054, Kincora Village – Office/Recreational Complex. As shown in Table 5 above when taking into account the total amount of square footage proposed for each type of use there is a disproportionate

¹ SPEX 2008-0054, Kincora Village – Office/Recreational Complex, approved by the Board of Supervisors on July 21, 2009 is permitted to develop up to a 75,000 square foot baseball stadium, 901,211 square feet of office uses, and 74,000 square feet of retail uses.

amount of residential units proposed for the amount of non-residential and office uses committed to in each phase. Furthermore, when looking solely at the uses proposed within each phase, the first phase consists of approximately 57% of the total uses devoted to residential uses with only 8% committed to office uses and a potential of 49% of the total uses within phase two devoted to residential uses with only 27% committed to office uses.

It is the Plan's intent for office uses to be the predominant use in terms of percentage of the site occupied in all phases of development (*Revised General Plan, Chapter 11, Light Industrial and Regional Office Design Guidelines*). This is consistent with the Retail Plan's policy guidance which calls for the retail component of an office development to be developed on a pro-rata basis in proportion to the non-residential development as construction occurs. For example, for every 100,000 square feet of office space constructed, 5,000 square feet of retail space may be constructed (*Retail Plan, Employment Supportive Retail Center Policy 3*).

Staff recommends revising phasing of the development to ensure that office uses are the predominant use in all phases of the development. This can be accomplished by reducing the amount of residential development in each phase and increasing the amount of office uses. Staff further recommends reducing the amount of retail in each phase so that it is developed in proportion to the non-residential development as called for in the Retail Plan. Staff recommends that in addition to revising phasing of the development, the applicant commit to developing higher intensity office uses fronting Pacific Boulevard in the early phases of the development to ensure that office uses are not only the predominant use on the site, but also the predominant feature when viewed from periphery roads.

D. MARKET STUDY

As stated above, commercial retail and service uses in areas planned for Keynote Employment Centers should be ancillary to and support the office use (*Retail Plan, Employment Supportive Retail Centers, Policy 1*). They are not intended to attract "drive-by" shoppers or function as destination retail, and are generally limited to 10% of the gross acreage of the development or 5% of the gross floor area (measured in square feet) of the non-residential uses (*Revised General Plan, Keynote Employment Centers Policy 4b and Retail Plan, Employment Supportive Retail Centers Policy 2*). As noted in the Land Use section above, the proposed scale and intensity of retail uses is inconsistent with Plan policies. Over 390,000 square feet of commercial retail and service uses are proposed, excluding 575,000 square feet of hotel uses, far exceeding the 136,110 square feet² that are supported by Plan policies.

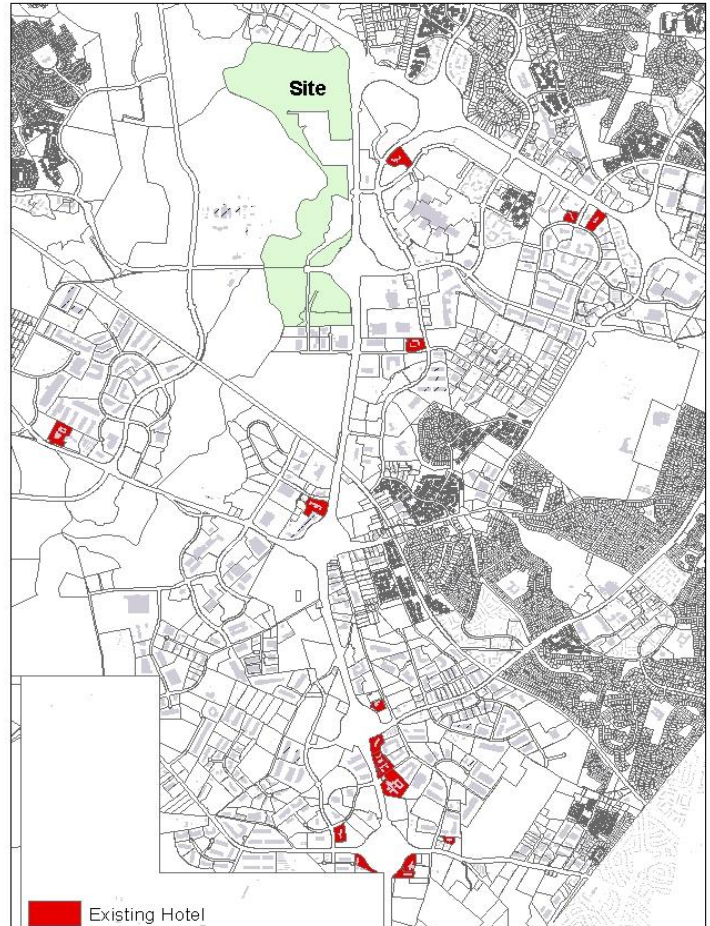
² 2,722,200 sq ft of proposed office uses x 0.05 = 136,110 sq ft of retail and commercial service uses

According to Proffer IB2 a minimum of 5% of the total floor area will consist of retail uses with a maximum of 398,825 square feet to consist of non-hotel commercial uses. Of the 398,825 square feet, at least 200,000 square feet will be employment supportive uses. Proffer IB3 provides that one or more hotel uses will be developed, not to exceed 575,000 square feet or 720 rooms. At least one hotel will be developed as a “full service hotel”³. Staff notes that several hotels are located within the Route 28 Corridor, most of which are Select Service hotels⁴ (See Map). There are additional hotels approved, but unbuilt along the Corridor as well.

The Retail Plan states that all applications for commercial retail rezonings must include a statement describing the catchment or market area to be served as well as a statement of justification that contains an analysis of existing and proposed competing projects (*Retail Plan, General Retail Policy 4*). The intent of this policy is to ensure that proposed retail uses are viable in the long-term and do not lead to an oversaturation of the market and an excess of total retail floor space in relation to the population served.

Staff continues to have concerns regarding the amount of hotel square footage proposed given the number of developed and approved hotels within the Route 28 Corridor as well as the amount and scale of proposed retail uses. Proffer IB2 provides that retail sales establishments may develop up to 50,000 square feet, with the exception of grocery stores, health and fitness centers, and specialty retail sales establishments offering merchandise and programs related to outdoor recreational uses and activities which may contain up to 80,000 square feet. It appears that the retail and commercial service uses proposed will depend upon a more regional market in order to be economically viable and successful. There are also numerous competing retail developments existing or planned within the larger area that may provide similar types

Existing Hotels within the Route 28 Corridor



³ Full service hotel as proposed includes a sit-down restaurant, room service, concierge services and meeting rooms (Proffer IB3).

⁴ A Select Service – or Limited Service Hotel – is generally defined as a hotel without food and beverage service and with few or no amenities such as meeting facilities, pool, fitness center, business center, etc.

of retail in a mixed-use setting, including Dulles Town Center, University Center, One Loudoun, and Moorefield Station/Loudoun Station/Dulles Parkway Center II. A market study would be useful to help identify to what extent retail development will be feasible in this project over time, including the proposed hotel use(s). The analysis should include an assessment demonstrating what impacts, if any, the proposed retail and commercial service floor space will have on existing and approved developments within the market area.

The proposed retail and commercial service uses are not consistent with the type of uses anticipated for Keynote Employment Centers or Regional Office developments envisioned by the Revised General Plan. Staff requests that the applicant provide a market study so that staff may assess whether or not the proposed retail uses and hotel use(s) are financially able to support themselves and not depend upon a population already served by existing and proposed developments.

E. DESIGN

As stated above, the proposed land uses are not consistent with Keynote Employment Centers; however, if the application is considered further it may be appropriate to apply the design objectives for mixed-use regional office developments to the northern portion of the property where a mixture of uses are proposed and the design objectives for Keynote Employment Centers to the southern portion of the property where primarily office uses are proposed. The site design for Keynote Employment Centers and Regional Office developments generally have the same characteristics where the office uses are the prominent features (Revised General Plan, Chapter 11, *Light Industrial and Regional Office Design Guidelines*). However, there are some fundamental differences such as, buildings within Regional Office developments should be placed close to the street with minimal setbacks rather than the heavily landscaped yards envisioned for Keynote Employment Centers (Revised General Plan, Chapter 11, *Light Industrial and Regional Office Design Guidelines*). The following design characteristics apply to both Regional Office and Keynote Employment developments:

- Rights-of-way designed in a hierarchical, rectilinear pattern of collector roads and local access streets and alleys;
- Streets that terminate at other roads and streets;
- Collector and local access streets that provide for pedestrian and vehicular movement, foreground and entryway into buildings, and interactive social space;
- The regular spacing and planting of trees with an overhead leaf canopy to reinforce spatial definition of the street space;
- Vistas at the end of streets terminating with centrally-placed building façades; and,
- Parking located behind buildings, moved to the center of the block, and shared. Given their intensity, the County encourages structured parking for Keynote areas. Parking structures should also be placed in the middle of the block and screened from the street.

Additional characteristics of Keynote Employment Centers include:

- Larger front and side yards to permit extensive landscaping and design features, accentuating the larger-scaled structures; and,
- Large-scale office uses should be the focus of the development rather than interrelationships of a group of uses.

Additional characteristics of mixed-use Regional Office developments include:

- Buildings should be placed close to the street with minimal setbacks to frame the street, creating a sense of visual enclosure for motorists and pedestrians;
- Major collector roads serving the development should be the location of larger-scaled structures, such as a corporate headquarters, or similar multi-storied buildings;
- Local access streets should have a variety of building types and details, transitioning downward in scale to be compatible with adjoining residential uses;
- A range of housing opportunities, including multi-family and single-family attached dwelling units, subordinate to the primary business function;
- Residential uses should have a full complement of services and amenities, including sufficient space in the form of neighborhood and community parks, greens, trails, and greenbelts;
- Residential uses should be of a scale comparable to the surrounding office uses; and,
- Pedestrian amenities such as sidewalks, interesting public spaces and parks, and other design features to promote a blending of uses; (*Revised General Plan, Chapter 11, Light Industrial and Regional Office Design Guidelines & Chapter 6, Keynote Employment Center Policy 5*).

The October 5, 2009 Proffer Statement includes specific commitments to design objectives as well as consistency with the July 2009 Kincora Design Standards. While the Kincora Design Standards provide a lot of information it does not appear that many of the standards included in these design guidelines are consistent with the design standards included in the proffers as well as details shown on the submitted plats nor do they appear to be entirely enforceable as some of the standards appear to be no more than recommendations. Staff met with the applicant on September 16, 2009 to discuss design issues. Staff has provided a strike-through version of the July 2009 Kincora Design Guidelines (See Attachment 1) as well as the October 5, 2009 Proffer Statement (See Attachment 2). Staff notes while the submitted proffers provide for consistency with the submitted design guidelines, the establishment of a Design Review Committee which will ensure consistency with the design guidelines will not be established until three months after the creation of the Owners Association (Proffer VA). According to Proffer VII the Owners Association will be established prior to approval of the first record subdivision plat or site plan, whichever is first in time. Therefore, development of the property may occur without the benefit of a Design Review Committee ensuring consistency with the design guidelines. Staff has included an excerpt from the approved Loudoun Station (ZMAP 2002-0005) application which could be used as a

guide for revisions to the draft proffers to ensure enforceability of the design guidelines from the beginning of the project (See Attachment 3).

Streets and Blocks

In the first referral, Staff recommended the applicant reduce the size of blocks, redesign the street network to ensure all streets terminate at other streets, and that all streets at their terminus include a building façade (including civic buildings), a public space, or other featured landmark to anchor the development and provide pedestrians a sense of place.

The Traffic and Pedestrian Circulation Plan (Sheet 16) shows block sizes for Land Bays A, B, F, and J that are not conducive to walkable communities. Short block widths, less than 200-300 feet can improve pedestrian circulation and comfort. A hierarchical, rectilinear network of interconnected streets, combined with smaller block sizes, allows for a better dispersion of traffic, offers a pedestrian-friendly environment, and provides multiple routes for pedestrians and bicyclists. Proffer VJ7 has been included with this submission providing for a mid-block break for those blocks longer than 600 feet. As accessory, sometimes unanticipated land uses tend to develop along residential blocks greater than 200 to 300 feet in width and commercial blocks greater than 400 feet in width, staff recommends revising this proffer to apply to blocks greater than 400 feet in width (See Attachments 1 and 2).

Staff recommends revising Proffer VJ7 and Streets and Blocks Design Standards to include a mid-block feature such as a pedestrian pathway or outdoor gathering space such as a plaza, park, or courtyard for blocks greater than 400 feet in width. To create a varied and diverse streetscape, staff recommends the applicant commit to streetscape requirements along Roads 2, 6, 8, and 9 that contain no curb cuts, except for the provision of hotel entrances, if applicable.

The Loudoun County Pedestrian and Bicycle Design Toolkit calls for sidewalks in residential areas to be a minimum of five feet and a minimum of six feet in commercial areas (Loudoun County Pedestrian and Bicycle Design Toolkit, Chapter 11, Street Design, Sidewalks and Buffers). Staff notes that the streetscapes as described in the June 2009 Design Standards provide that the clear movement zone within commercial areas shall be a minimum of five feet and four feet within residential areas. In addition, Proffer IVA provides that private sidewalks will be a minimum of four feet and a minimum width of five feet for public sidewalks. Staff recommends updating the Design Guidelines and Proffer Statement to be consistent with the minimums as called for in the Loudoun County Pedestrian and Bicycle Toolkit (See Attachments 1 and 2). Staff further notes that the Loudoun County Pedestrian and Bicycle Toolkit provides that sidewalk minimums should be larger in pedestrian high use areas (Loudoun County Pedestrian and Bicycle Design Toolkit, Chapter 11, Street Design, Sidewalks and Buffers). Staff recommends the applicant consider a more generous pedestrian corridor

than specified in the Loudoun County Pedestrian and Bicycle Design Toolkit to promote pedestrian access, comfort and safety.

Roads 1 and 2 adjacent to Land Bays A, B, F, and J are shown on the Typical Road Plans and Sections (Sheet 18) as four-lane, divided roadways with 12-foot travel lanes, no on-street parking and a pedestrian zone of 10 feet. The wide roadways coupled with the longer block widths do not appear to promote pedestrian activity.

Staff recommends updating Proffer IVA and Design Standards 3 to provide that sidewalks within commercial areas will be a minimum of 6 feet in width and a minimum of 5 feet in width in residential areas. Staff also recommends updating the Design Guidelines to ensure that the minimum clear movement zone will be maintained at all times. Staff encourages the applicant to consider larger minimum widths for sidewalks within the northern portion of the subject property where a greater concentration of pedestrian activity is anticipated.

In the second referral, staff recommended revising the Concept Plan, aligning Roads 8 and 9 to create a full intersection with Roads 2 and 6. At the September 16, 2009 meeting, the applicant provided that the alignment of Roads 8 and 9 would give the appearance of a long roadway and would deter pedestrian activity. The applicant also provided that building placement at the end of Road 8 and Road 9 would help to frame the street and has included Proffer VL7 committing to such building placement at full build-out. Staff continues to maintain that aligning these two roadways would help to facilitate pedestrian movement. Staff notes that the applicant is requesting a modification of the Facilities Standards Manual to facilitate the proposed road network.

Staff recommends revising the Concept Plan to align Roads 8 and 9 where they intersect with Roads 2 and 6. Staff does not support modifications to the Facilities Standards Manual that would permit the offset of Roads 8 and 9.

Proffer IH provides that a central plaza will be provided prior to or concurrent with the issuance of an occupancy permit for either the 701st residential dwelling unit or the 425,001st square foot of non-residential uses. The illustrative drawings show the central plaza in Land Bay J rather than central to the mixed-use community. Staff continues to recommend the applicant commit to locating the central plaza in a location that is central to the mixed-use community. A commitment to locating the plaza at the terminus of Road 6 would provide a focal point for the community (See Attachments 1 and 2). Staff notes the residential dwelling unit trigger for the central plaza is exclusive of ADUs and unmet housing needs (workforce housing) units. As the applicant is proposing up to 228 units as either unmet housing needs (workforce housing) units or a combination of unmet housing needs (workforce housing) units and ADUs (Proffer IE). Proffer IF provides that at least 780,000 square feet of non-residential uses shall have been issued for the property and/or the PD-IP portion (SPEX 2008-0054) prior to issuance of the zoning permit for the 701st residential dwelling unit, exclusive of ADUs

and unmet housing needs (workforce housing) units. According to Proffer IH 928 residential dwelling units of the 1,400 units proposed could be developed prior to the central plaza.

Staff recommends revising Proffer IH and Outdoor Plaza Design Standards committing to the central plaza within Land Bay D at the terminus of Road 6 to provide a focal point for the community. Staff also recommends revising Proffer IH to include development of the central plaza at an earlier stage of development (additional comments regarding phasing are provided above).

Building Placement and Orientation

To promote pedestrian activity, buildings should be placed close to the street with maximum setbacks and the primary entrance should face the street rather than surface parking or parking structures. Based on the information provided it appears that Roads 2, 6, 8, and 9 (if realigned) will serve as the project's primary pedestrian streets, while Roads 1, 3, 4, 5, 7, 10, 11, and 12 will serve as the secondary pedestrian streets. Buildings that are setback far from streets with large surface parking lots placed at the front signals to the pedestrian that they are in an automobile-dominated environment that does not cater to pedestrian mobility and safety. Staff has provided several design recommendations included in Attachments 1 and 2 which include:

- A maximum 20-foot setback for Roads 2, 6, 8, and 9, from front of curb;
- A maximum 25-foot setback for Roads 1, 3, 4, 5, 7, 10, 11, and 12, from front of curb;
- Prohibiting principal entrances from facing a parking structure or surface parking;
- A minimum of 80% of all block frontages along Roads 2, 6, 8, and 9 will be lined by buildings. Open spaces such as plazas, courtyards, public greens, and other outdoor gathering spaces will be excluded from the calculation;
- A minimum of 70% of the buildings located along Roads 2, 6, 8, and 9 will consist of two or more uses;
- Four-sided architecture;
- Front façade of buildings with frontage along Pacific Boulevard and Route 28 will be oriented towards Pacific Boulevard and Route 28; and,
- Retail uses shall be oriented so that they are not visible from Route 28, Pacific Boulevard, and Gloucester Parkway.

To create an interesting and varied street environment, staff recommends the applicant revise the submitted proffers and Design Guidelines as provided in Attachments 1 and 2.

Parking

Proffer VE provides that surface parking shall be screened from internal private streets with landscaping and/or other streetscape elements comparable in size and quality to the examples provided on Sheets 19 and 19A of the Concept Plan and in Exhibit G. Staff notes that Exhibit G is a color version of Sheets 19 and 19A in order to be legible;

however, these sheets do not provide enforceable screening elements but are more illustrative of site furnishings. Proffer VL1 provides that parking adjacent to Route 28 and Pacific Boulevard shall be limited to no more than two travel aisles and two rows of parking. Staff notes that the conditions of approval for SPEX 2008-0054, Kincora Village Office/Recreational Complex limits parking adjacent to Pacific Boulevard to no more than one travel aisle and one row of parking.

The Revised General Plan design objectives for parking are designed to minimize the impact of parking on the streetscape and to promote a more comfortable, safe, and visually interesting pedestrian-oriented development. Staff has provided several design recommendations included in Attachments 1 and 2 which include:

- Prohibiting surface parking at full build-out adjacent to Roads 1, 6, 8, and 9;
- Shielding parking structures at full build-out with liner buildings along Roads 2 and 6;
- Locating parking to the rear of the buildings they serve, within the interior of blocks, with access from alleys or streets which do not conflict with pedestrian access. The only exception will be for Pacific Boulevard and Route 28 (see below);
- Limiting parking adjacent to Pacific Boulevard and Route 28 to no more than one travel aisle and one row of parking; and,
- Prohibiting parking structures at full build-out from locating along blocks where the parking structure is the sole use.

Example of Linear Buildings Screening Parking



Source: www.miramartc.com

To create a more comfortable, safe, and visually interesting pedestrian-oriented development, staff recommends the applicant revise the submitted proffers and Design Guidelines as provided in Attachments 1 and 2.

Provisions for Pedestrians and Bicyclists

The submitted proffers (Proffers IIK, IVA, and IVB) provide that trails located within the floodplain (the 8-foot wide trail on Sheets 15 and 16) will be constructed with pervious surfaces and raised boardwalks will be used where trails cross jurisdictional waters and/or wetlands, with the exception of the trail connection from Land Bay C to the heron rookery observation platform which may consist of impervious materials. The Plan calls for trails located within the river and stream corridor resource, which includes the floodplain, adjacent steep slopes, and the 50-foot management buffer, to consist of permeable materials only (*Revised General Plan, Chapter 5, River and Stream Corridor Resource Policy 18g*). While the heron rookery observation platform is not shown on the Concept Plan, the proffers do state that it will be located outside of the 700-foot Rookery Radius, but within the 1,400-foot Rookery Radius as depicted on the Concept Plan. The trail connecting Land Bay C to the heron rookery observation platform is also not included on the Concept Plan. Staff notes that the observation platform as well as a trail connecting Land Bay C to the platform will be located within the river and stream corridor resource as defined by the Plan.

Proffer IVA1 states that unless otherwise specified, asphalt trails shall be a minimum of 10-feet in width, while all other trails shall be a minimum of 6-feet in width. Staff notes the Traffic and Pedestrian Circulation Plan (Sheets 15 and 16) depicts the 10-foot bicycle and pedestrian asphalt trail, the 8-foot bicycle and pedestrian natural trail located within the river and stream corridor resource, and a bicycle and pedestrian natural trail outside of the river and stream corridor resource. Staff notes that the January 2009 PRCS Design and Construction Standards call for pervious trails to be 5-feet in width.

Staff recommends revising the proffers to state that all trails located within the river and stream corridor resource, as defined by the Plan will consist of a permeable material only. Proffer IVA1 should be revised to be consistent with the width of trails on the Concept Plan.

Proffer IVA1 provides that sidewalks shall be subject to a public access easement of a minimum of 6 feet, asphalt trails shall be subject to a public access easement of a minimum of 12 feet, and all other trails shall be subject to a public access easement of a minimum of 8 feet. Staff is unsure if the minimum widths are sufficient to accommodate a minimum width of five feet for sidewalks, a minimum width of 10 feet for asphalt trails, and a minimum width of 8 feet for all other trails.

Staff recommends revising Proffer IVA1 to provide minimum widths for public access easements that will accommodate minimum five feet wide sidewalks,

minimum ten feet wide asphalt trails, and a minimum eight foot width for all other trails.

Residential Features

The applicant is proposing 1,400 multi-family dwelling units. The applicant has included Proffer VL2 with this submission committing to open space amenities at least 2,500 square feet in size within 300 feet of each building containing residential uses. Open space areas may include tot lots, pocket parks, seating areas, pathways and similar passive recreational facilities. It is the Plan's intent that open space take the form of a larger central facility with numerous smaller parks and playgrounds at appropriate locations throughout the neighborhood to accommodate the greater concentration of residents (*Revised General Plan, Chapter 11, Design Guidelines*). Furthermore, the Open Space Policies in Chapter 6 provide that while pocket parks may be 2,500 square feet or larger, tot lots should be a minimum of 5,000 square feet in size (*Revised General Plan, Chapter 6, Open Space Policy 9*). It does not appear that a commitment to specific open space amenities serving the residents of the community has been included (See further Open Space discussion above).

Staff recommends updating Proffer VL2 as provided in Attachment 2 to include tot lots that are a minimum of 5,000 square feet and remove the reference to seating areas, pathways, and similar passive recreational amenities. Staff notes that residential land bays are located in close proximity to the river and stream corridor resource, while this resource will be an amenity for the residents of the community it is the Plan's intent that adequate active recreation uses be located in close proximity to residential uses.

Retail Features

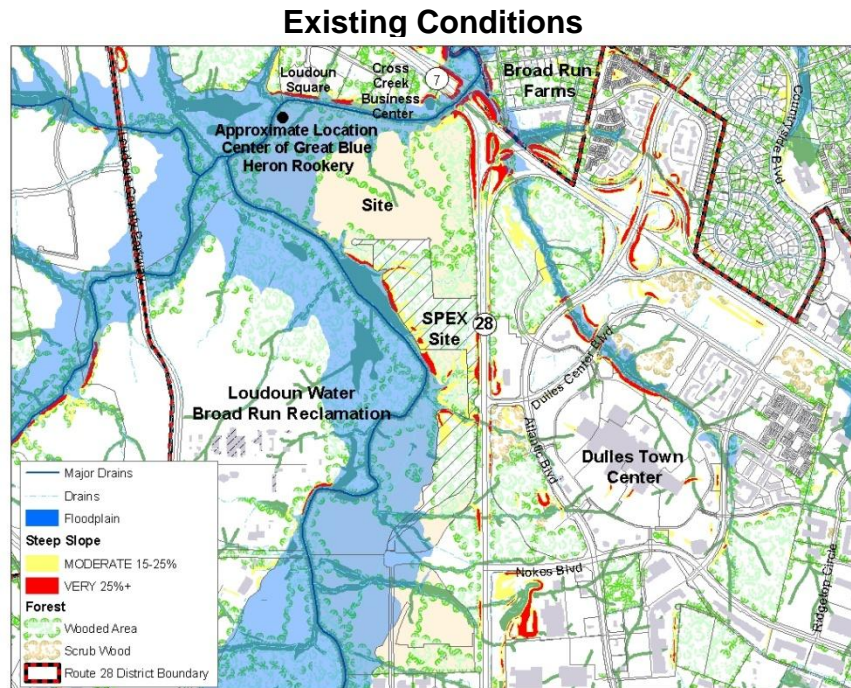
The Plan also provides guidance regarding the layout and architectural design of retail uses in the County (*Retail Plan, Design Guidelines*). The Plan calls for retail centers to provide a compact site design that makes the buildings, not the parking areas, the prominent feature of the site; exhibit a unity of design; provide usable outdoor spaces; adequately screen mechanical equipment; and provide substantial landscaping and buffering within parking areas and along street frontages (*Retail Plan, Design Guidelines*).

As stated above, the amount of retail uses proposed as well as the scale is inconsistent with Plan policies. It is the Plan's intent that Employment and Community Serving Retail uses be located within the areas they are intended to serve since they are not intended to attract "drive-by" shoppers or function as destination retail uses (*Retail Plan, Service Area – Based Retail Policies, General Policy 1*). While staff could be supportive of additional retail uses to support residential development (if it is permitted), commitments need to be provided to ensure retail uses are of a scale consistent with the *Revised General Plan* and Retail Plan as well as commitments to integration of the proposed retail uses.

Proffer IB2 provides that free standing retail sales establishments shall not be located along the property's Pacific Boulevard frontage and that retail sales establishments located within multi-story office buildings that front on Pacific Boulevard in land bays west of Pacific Boulevard shall be oriented to the west (also see Proffer VL4). Proffer VL4 also provides that no retail sales establishment shall be oriented towards Route 28. As Land Bays N and Q are not located west of Pacific Boulevard, staff recommends updating Proffer IB2 and VL4 to state that no freestanding retail sales establishment shall be located along the Pacific Boulevard, Route 28, and Gloucester Parkway frontage and that retail sales establishments located within multi-story office buildings that front Pacific Boulevard and/or Route 28 shall be oriented to the west (See Attachment 2). Staff cannot support Freestanding Retail uses along the Pacific Boulevard/Route 28 frontage as these uses would serve communities within the County as well as communities outside the County and as such are not envisioned in Keynote Employment Centers. Furthermore, while Staff could support ground-floor retail uses within Land Bays N and Q, orienting retail uses towards Route 28 suggests they are intended to serve a much larger area than the Plan envisions and may function more as destination retail than a truly employment supportive use.

Staff recommends revising the proffers limiting the size of retail uses to ensure they are of a scale that serves primarily the convenience needs of the business and residential uses. Staff recommends updating the proffers and Design Guidelines as provided in Attachments 1 and 2 prohibiting retail uses from being visible from Route 28, Pacific Boulevard, and Gloucester Parkway ensuring the integration of retail uses with the areas they are intended to serve. The proffers should also prevent freestanding retail and commercial service uses from being located along the Pacific Boulevard/Route 28 and Gloucester Parkway frontages. Retail and commercial service uses located in the ground floor of office buildings adjacent to Route 28, Pacific Boulevard, and Gloucester Parkway should be oriented away from these roadways so as not to attract "drive-by" shoppers. The application should also commit to design controls that ensure any free standing retail uses function appropriately as part of a pedestrian-oriented mixed-use development (i.e., multi-story building, multiple façade treatments giving the appearance of smaller scale retail uses, etc.). Without commitments to the integration, scale, and intensity of retail and commercial service uses, staff cannot support retail uses above 136,110 square feet or 5% of the total office uses proposed.

F. EXISTING CONDITIONS



River and Stream Corridor Resources

The subject site's western and northern boundaries are defined by the Broad Run. The Broad Run is a green infrastructure element that is utilized as a natural separation of the communities of Sterling and Ashburn. The County seeks to enhance this natural separation through greenways and natural buffers (*Revised General Plan, Chapter 6, Open Space text*). The existing floodplain, with its vegetation, forested cover, wetlands, intermittent streams and steep slopes comprise a natural ecosystem that contributes to the overall health and quality of the Broad Run. Staff notes preservation of the Broad Run floodplain is a County priority (*Revised General Plan, Chapter 6, Green Infrastructure Text*).

Within the southern boundary of the subject property the applicant has depicted the river and stream corridor resources per County data as well as the approximate limits of the proposed floodplain boundary per an active floodplain alteration (FPST 2009-0004). Staff notes that the river and stream corridor resource per County data impacts both Land Bays N and Q, while the applicant is showing the proposed floodplain west of Pacific Boulevard outside of the two land bays. Staff notes per the Department of Building and Development July 30, 2009 comments on the active floodplain alteration, the amount of proposed fill shown for Pacific Boulevard, near its intersection with Gloucester Parkway, is not necessary for roadway construction. The Concept Plan as currently depicted showing development within Land Bays N and Q impacting the river and stream corridor resource is inconsistent with Plan policies.

Staff recommends revising the Concept Plan prohibiting development from impacting the river and stream corridor resources within Land Bays N and Q. Staff does not support allowing floodplain alterations to achieve additional developable areas.

Proffer VIA provides that the applicant will dedicate a minimum of five buildable acres within Land Bay N for a County fire and rescue site and/or sheriff substation facility. As stated above, Staff has concerns regarding the areas shown as developable land within Land Bays N and Q as these areas contain river and stream corridor resources.

Staff recommends delineating the limits of the five-acre public use site within Land Bay N to ensure that it is outside of the river and stream corridor resources per County data.

An Overall Floodplain Impact Plan (Sheets 26 and 27), which shows the impacts to both the floodplain and the 50-foot management buffer has been included; however, the impacts as shown on these sheets do not correspond with the limits of clearing and grading as shown on the Concept Plan. Staff notes the only impacts shown on these sheets are adjacent to the Pacific Boulevard alignment in the northern portion of the site. However, there are several locations on the Concept Plan where the limits of clearing and grading are shown impacting the river and stream corridor resource. Furthermore, Sheets 26 and 27 do not show impacts to the river and stream corridor resources within Land Bays N and Q as referenced above. Proffer IIG provides that except for the encroachments depicted on the Concept Plan the river and stream corridor resources shall be preserved and remain in their natural state.

Staff recommends revising the limits of clearing and grading on the Concept Plan, outside of the river and stream corridor resource consistent with the impacts shown on the Overall Floodplain Impact Plan (Sheets 26 and 27).

Proffer IIA establishes a 700-foot and 1,400-foot buffer surrounding the heron rookery as protection. Staff notes that the proffer precludes construction during the heron nesting season from within the 1,400 foot Rookery Radius as shown on Sheet 12 of the Concept Plan, or the 100-year floodplain boundary, whichever is less. Staff notes that in order to protect the herons during their nesting season construction should be precluded from the 1,400 foot Rookery Radius in its entirety.

Staff continues to recommend revising Proffer IIA to preclude construction activity from the area defined as the 1,400-foot Rookery Radius in its entirety during the heron nesting season (see Attachment 2).

Proffer IIK pertains to trails located within the floodplain. The proffer states that trails located within the floodplain shall be constructed with pervious surfaces except for the

trail connection from the developable portion of the property to the heron rookery observation platform, which may consist of an impermeable trail. Plan policies permit trails within the river and stream corridor resources provided they are of a permeable material only (*Revised General Plan, Chapter 5, River and Stream Corridor Resources Policy 18g*).

Staff recommends revising the proffers to state that all trails located within the river and stream corridor resources will be of a permeable material only (see Attachment 2).

Proffer IIE pertains to open space easements for the subject property and discusses the need for an amendment to an existing Deed of Open Space Easement (Exhibit C) for the land within the floodplain south of Gloucester Parkway. The applicant is requesting the amendment to allow the construction of Gloucester Parkway and Pacific Boulevard; however, the applicant is also requesting the allowance for ballfields and stormwater management facilities within the area subject to the Deed of Open Space Easement. The proffer also provides that the applicant will provide alternative land for any portion of the open space easement that is removed per the amendment to the Deed of Open Space Easement. However, no information has been included stating where this land will be located.

Staff recommends the applicant revise the amended Deed of Open Space Easement (Exhibit C) removing the reference to ballfields and stormwater management facilities as permitted uses. Staff requests information pertaining to the land that would be provided to compensate for any removal of land from the Deed of Open Space Easement.

Forests, Trees, and Vegetation

Proffer IIF provides that the applicant will preserve a minimum of 80% of the existing tree canopy within Conservation Areas shown on the Restoration Concept Plan and within Tree Preservation Areas shown on the Concept Plan. Tree Preservation Areas are delineated on Sheets 22 and 23 of the Concept Plan (Overall Tree Canopy) while Conservation Areas are shown on the Restoration Concept Plan included as Exhibit F. Staff notes that Sheet 10 of the Concept Plan labels Tree Conservation Areas in the general location of the Conservation Areas on the Restoration Concept Plan (Exhibit F); however, these areas do not correspond entirely. Staff also notes that the Riparian Preservation Areas are labeled on the Restoration Concept Plan (Exhibit F) in the general location of the areas identified as Tree Preservation Areas on Sheets 22 and 23; however, these areas are not entirely consistent as well. The Riparian Preservation Areas shown on the Restoration Concept Plan (Exhibit F) is for mitigation purposes and should not be included in the 20% maximum tree removal allowance.

Staff recommends updating the Concept Plan and proffers to clearly identify what areas of existing vegetation are being preserved. Staff also recommends the

applicant revise the proffers removing any areas that are within the Riparian Preservation Area from the minimum 80% tree preservation requirement as this area should be preserved in its entirety.

Historic and Archaeological Resources

Staff continues to have concerns regarding the preservation of the Broad Run Toll House. Please refer to the Community Information and Outreach, Community Planning, and Parks, Recreation, and Community Services joint referral regarding historic resources for the subject property.

Highway Noise

Proffer IIIH pertaining to highway noise mitigation should be revised to clarify elements of the highway noise analysis consistent with the policies of the Revised General Plan and the CTP. While the proffers have been updated giving preference to passive measures for noise abatement, the proffers provide that these measures will be used to the extent practicable.

Staff recommends the applicant revise the proffers including the following:

- ***The noise analysis shall be based on the most recent, applicable forecasted traffic volumes available from the Office of Transportation Services and the ultimate design speed for the roadways, as well as final topography.***
- ***Noise impacts occur if noise levels substantially exceed the existing noise levels (a 10 decibel increase over existing levels) or approach (one decibel less than), meet, or exceed the noise abatement criteria identified in the CTP.***
- ***Noise attenuation shall result in noise levels less than impact levels (2 decibels less than the Noise Abatement Criteria) and should result in a noise reduction of at least 5 decibels.***
- ***Where noise attenuation measures are needed, priority shall be given to passive measures (to include adequate setbacks, earthen berms, wooden fences, and vegetation).***

G. AFFORDABLE HOUSING/UNMET HOUSING NEEDS

The housing policies recognize that unmet housing needs occur across a broad segment of the County's income spectrum and the County seeks to promote housing options for all people who live and/or work in Loudoun County. Unmet housing needs are defined as the lack of housing options for households earning up to 100% of the Washington Metropolitan Area Median Income (AMI, \$102,700 effective March 19, 2009) (Revised General Plan, Glossary). Therefore, developers of residential and mixed-use projects are encouraged to include funding commitments and proffers to fulfill unmet housing needs in their development proposals (Revised General Plan, Chapter 2, CPAM 2007-0001, Countywide Housing Policies, Funding Policy 1).

The applicant has provided proffers committing to 6.25% of the total residential units, up to a maximum of 88 dwelling units as affordable dwelling units (Proffer ID) and 10% of the total residential dwelling units, up to a maximum of 140 dwelling units as Unmet Housing Needs (Workforce Housing) Units for purchasers or renters earning up to 100% of the Washington Metropolitan AMI (Proffer IE). Proffer IE also provides that if all or a portion of the project is exempt from the ADU requirements of Article 7 of the 1993 Revised Zoning Ordinance then one unmet housing need (workforce housing) unit will be provided for each ADU that is not required, such that a total of 16.25% of the total units, up to a maximum of 228 units are provided as either unmet housing needs (workforce housing) units or a combination of unmet housing needs (workforce housing) units and ADUs. The Zoning Ordinance allows for an exemption of a commitment to ADU's for any multi-family dwelling unit structure with four stories or more having an elevator; therefore, it is very likely that all of the proposed residential dwelling units will be exempt from the ADU standards of Article 7. Staff notes that the applicant may provide all of the proffered 228 units as rental units for renters earning up to 100% of the Washington Metropolitan AMI. As Article 7 of the Zoning Ordinance provides that affordable for rent units should be affordable for rental households whose income is greater than 30% and less than 50% of the Washington Metropolitan AMI, staff recommends the applicant commit to similar requirements for any for rent unmet housing needs (workforce housing) units to ensure that the unmet housing needs of the County are being met with the proposed application. A rental unit up to 100% of the Washington Metropolitan AMI is comparable to a market rate rental unit (approximately \$2500 per month) and would not address the County's unmet housing needs. According to the AECOM Study prepared for the Housing Advisory Board, in 2005 the County had a surplus of rental units for incomes 70% of the AMI and greater (*Basic Housing and Employment Data and Projects, AECOM Study, August 1, 2006, Table 3.6: Comparison of Housing Unit Supply and Demand*). The County encourages each development proposal to include a residential component that addresses the largest segment of unmet housing needs – those with incomes below 30% of the AMI (\$30,810).

Proffer IE states that the unmet housing needs (workforce housing) units will be administered consistent with the ADU provisions of Article 7 of the Zoning Ordinance with the exception that the income limit shall be 100% of the Washington Metropolitan AMI and that all or any portion of the unmet housing needs (workforce housing) units may be located in a single building. Staff notes Article 7 of the Zoning Ordinance calls for ADUs to be comparable to market rate units and interspersed among the market rate units. This is consistent with Plan policies calling for the interspersation of affordable housing (Revised General Plan, Chapter 2, CPAM 2007-0001, Countywide Housing Policies, Legislation Policy 3).

Staff recommends the applicant revise the proffers including the following:

- ***Any unmet housing need (workforce housing) unit provided as a rental unit will be provided for rental households whose income is less than 50% and condo units for households earning up to 100% of the Washington Metropolitan AMI;***
- ***A certain percentage of the unmet housing needs (workforce housing) units within specific income brackets (i.e., below 30% of the AMI, 30-50% of the AMI, 50-70% of the AMI, and 70-100% of the AMI), including how many will be rental units and how many will be condo units to ensure that the full range of unmet housing needs are being met with the proposed development, recognizing that the largest segment of unmet housing needs is housing for incomes below 30% of the AMI;***
- ***A time commitment for all unmet housing needs (workforce housing) units;***
- ***A variety of unit types, including sizes and number of bedrooms to accommodate various needs within the County; and***
- ***Interspersion of unmet housing needs (workforce housing) units throughout the development. If the applicant does not revise the proffers requiring the interspersion of unmet housing needs (workforce housing) units, at a minimum, the design guidelines will need to be updated demonstrating how the location of a portion or all of the unmet housing needs (workforce housing) units located within a single building will function within the entire development.***

Staff also encourages the Applicant to consider incorporating housing for special needs populations as well as universal design principles into the project.

H. CAPITAL FACILITIES

Revised Capital Intensity Factors (CIFs) were adopted by the Board of Supervisors on July 21, 2009 and are applicable to any new rezoning or Concept Plan Amendment that has not yet been heard by the Planning Commission as of that date. CIF values for the Eastern area have been applied to this application. There is no pre-existing base density and there are no assurances that the project will develop with affordable dwelling units per Article 7 of the Zoning Ordinance; therefore, there are no deductions from the anticipated capital facility impacts. The capital facilities impact of the proposed development is \$33,261,200 (see Attachment 4). The applicant has included a Draft Capital Facilities Contribution sheet dated October 5, 2009 with this submission. Staff notes that most of the facilities included on this sheet are not consistent with the County standards (i.e., Broad Run Floodplain, Performing Arts Center, Broad Run Toll House Preservation Activities, and the Heron Rookery Observation Platform) and therefore cannot be counted towards mitigating the capital facility impacts associated with the

proposed project. Furthermore, there are issues regarding the proposed public use site (see River and Stream Corridor Resources discussion above) as well as the calculated costs provided (see Land Evaluation discussion below).

As this is an area of the County where residential uses are not anticipated (see Land Use discussion above) the capital facility impacts may be higher than what has been calculated. The proposed residential community is isolated from the services that are intended to support it such as, schools, parks, etc.

Staff recommends that the impacts of the proposed development be mitigated.

I. LAND EVALUATION

In accordance with CPAM 2006-0001, for the purposes of evaluating proffers for public use sites, the developer shall provide the County with an appraisal, by a County approved appraisal firm, for the per-acre value of land not requiring improvements by the developer. The appraisal of the market value of the site will be based upon comparison of properties with similar densities suggested by the Planned Land Use Designation in the Revised General Plan (*Revised General Plan, Chapter 3, Fiscal Planning and Public Facilities, Proffer Policy 8 and Chapter 11, Implementation, Proffer Guideline 5*).

An appraisal of the proposed public use site, in accordance with the Revised General Plan policies is necessary to complete the review of the capital facility impacts of the proposed development.

J. OPEN SPACE PRESERVATION PROGRAM

In the Revised General Plan, sufficient open space is recognized as a key component to all development regardless of density. The County's program for obtaining open space comprises a "toolbox" approach with a number of mechanisms to ensure the adequate provision of active, passive, and natural open space in the County (*Revised General Plan, Chapter 11, Open Space text*). The Open Space Preservation Program is one of these tools for projects proposing the highest suburban density levels – from 3.5 to 4.0 dwelling units per acre for residential projects as well as those in high-density residential areas. To achieve these higher densities, the Board of Supervisors anticipates evidence of participation in the program through either dedication of land on an acre-by-acre basis or cash in lieu of the land for the purchase of open space. As stated above, no information has been provided regarding the location of specific land uses to determine the amount of land area devoted to the proposed uses (See Land Use Mix discussion above). Staff has calculated the open space contribution based on the maximum amount of acreage within the northern portion of the site (25% or 45 acres) being developed with residential uses.

The Plan sets forth different Open Space Proffer Guidelines for residential neighborhoods and high-density residential areas (*Revised General Plan, Chapter 11,*

Open Space Policy 3). For residential neighborhoods, densities above 3.5 and up to and including 4.0 dwelling units per acre may be considered by the County in return for voluntary participation in the Open Space Preservation Program. For these types of projects, 1.0 easement is anticipated for every dwelling unit over a density of 3.5 dwelling units per acre. In contrast, for high-density residential areas, the Plan calls for 5% of all residential units associated with densities above 4.0 dwelling units per acre to result from the acquisition of an equivalent number of open space easements. The County anticipates that cash donations for open space will be spent in the Suburban Community in which the increased density is granted. Contributions should be provided to enable the County to purchase Suburban Policy Area open space to offset the density proposed by the development. In the past, the Board has historically accepted \$3,800 to \$5,000 per easement. The open space contribution for 61 easements would range from \$231,800 to \$305,000 for a high-density residential community (Attachment 5). The accepted contribution range of \$3,800 to \$5,000 per easement does not seem reasonable given current market values and the goal of purchasing open space within the Sterling Community.

The proposed project will potentially add 1,400 multi-family residential units in an area of the County where residential development is not envisioned or supported by Plan policies (see Land Use discussion above). Because the Plan does not anticipate the development of high-density residential uses on the subject site, it does not seem appropriate to calculate the number of anticipated open space easements using that methodology. To offset the demand created from the proposed increased concentration of residents in an area where residential development is not permitted the open space calculations for residential projects may be more appropriate in this case, which calls for a contribution of \$4,721,500 to \$6,212,500, based on 1242.5 easements (Attachment 6). As stated above, the dedication of the Broad Run floodplain may not count towards mitigating the capital facility impacts associated with the proposed development. However, given the preservation of the Broad Run floodplain is a County priority, the dedication of this valuable resource may count towards meeting the open space easement contribution.

Staff recommends the applicant commit to the dedication of the Broad Run floodplain towards meeting the open space easement contribution.

K. ZONING ORDINANCE, FACILITIES STANDARDS MANUAL, AND LAND SUBDIVISION & DEVELOPMENT ORDINANCE MODIFICATIONS

The applicant seeks to modify the Zoning Ordinance, Facilities Standards Manual (FSM), and the Land Subdivision & Development Ordinance (LSDO) to allow:

- a. A reduction in the maximum front yard setback from 30 feet to 150 feet for Land Bay N;
- b. A reduction in the rear yard from 5 feet to 0 feet;
- c. An increase in the building height from 75 feet to 150 feet along Pacific Boulevard and Route 28;

- d. A reduction in landscaping between parking lots and property boundaries from 10 feet to 6 feet;
- e. A reduction in street trees from one tree per 25 linear feet to one tree per 44 feet on-center where on-street parking is provided and 35 feet on-center where on-street parking is not provided;
- f. The provision of private streets when less than 75% of the structures are multi-story mixed use structures;
- g. A reduction in road jog center line offsets from 225 feet to 90 feet;
- h. A reduction in curb returns and/or curb cuts from 50 feet to 0 feet for roadways intersecting with a public or Category A private roadway;
- i. A reduction in the cross section easements for Category A roadways from 6 feet behind the face of curb to 0.5 feet;
- j. A reduction in the minimum curve radius for Category A1, A2, A3, A4, and A5 roadways from 110, 165, 338, and 478 feet to 50 feet;
- k. A reduction in the design speeds for Category A2, A3, A4, and A5 roadways from 25, 30, and 35 miles per hour to 20 miles per hour; and,
- l. A reduction in the sight distances for Category A1, A2, A3, A4, and A5 roadways from 150, 200, and 275 feet to 100 feet;

Article 6 of the 1993 Revised Zoning Ordinance states that “no modification shall be approved unless the Board of Supervisors finds that such modification to the regulations will achieve an innovative design, improve upon the existing regulations, or otherwise exceed the public purpose of the existing regulation”. The applicant’s justification for the proposed modifications states that the “modifications will permit development of Kincora as a vertically-integrated and pedestrian-friendly, mixed-use business community that would not be possible if the site were developed in strict conformance with these provisions of the Zoning Ordinance, FSM, and LSDO”. Staff is unsure how the proposed modifications achieve an innovative design, improve upon existing regulations, or otherwise exceed the public purpose of the existing regulations. For instance, staff is unsure how a reduction in parking lot landscaping and street trees will increase pedestrian comfort. Furthermore, staff is concerned with the roadway modifications with regard to fire and rescue access. As outlined above, staff cannot support the proposal due to significant and fundamental land use issues.

L. PROFFER COMMENTS

- 1. Staff notes that several proffers refer to specific sheets, which are not proffered sheets per Proffer IA. For example, Proffer IVC provides that the owner shall dedicate to the County the approximately 162.11 acre floodplain west of Pacific Boulevard as shown on Sheets 34 and 35; however, Sheets 34 and are not proffered sheets.
- 2. The applicant has included in the proffers conformance with several sheets including, Sheets 19 and 19A, Typical Illustrative Site Furnishings; Sheet 20, Illustrative Streetscape Concepts; and Sheet 21, Illustrative Amenity Concepts as well as included copies of Sheets 19 and 20 within Exhibit G of the proffers. Staff

notes that these sheets are difficult to read and are for illustrative purposes and questions the commitment to these sheets.

All other comments pertaining to the October 5, 2009 Proffer Statement are included above and in Attachment 2.

RECOMMENDATIONS

Community Planning staff does not support the application given the number of land use and site design issues discussed above. Staff recommends denial of the application as proposed.

ATTACHMENTS

- Attachment 1:** July 2009 Kincora Design Standards – Community Planning Edits
- Attachment 2:** October 5, 2009 Proffer Statement – Community Planning Edits
- Attachment 3:** ZMAP 2002-0005, Loudoun Station Proffers page 19 – Example of Commitment to Design Guidelines
- Attachment 4:** Capital Facilities Impact Analysis
- Attachment 5:** Open Space Preservation Program Analysis – High-Density Residential
- Attachment 6:** Open Space Preservation Program Analysis – Residential

cc: Julie Pastor, AICP, Planning Director
Cynthia Keegan, AICP, Program Manager

EXHIBIT D

KINCORA



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FIRST EDITION



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INTRODUCTION

Kincora is planned to develop as a high-quality, pedestrian-oriented, mixed-use environment. Kincora will provide the backdrop for a rich and varied urban experience for residents, employers, workers, and visitors alike. Weaving together a variety of uses, Kincora will have places for both the routine aspects of everyday life and the occasional grand, celebratory public events of civic display. Kincora will be a neighborhood to live in, work in, play in, celebrate, and remember.

The streets and blocks of Kincora form an easy, comprehensible network for the organization of public life. The street pattern offers the public options and alternatives, creating the basis for easy and efficient communication throughout the development. The streets are to be designed for slowing vehicular traffic and, consequently, becoming more pedestrian-friendly. While designed to accommodate vehicular movement, Kincora is detailed to encourage pedestrian usage.

Sidewalks constitute the basic armature for successful pedestrian friendly environments; they are the lifeblood of community. They are to be provided with street trees and, potentially, lighting, seating, and other street furniture in commercial areas. These elements both buffer the pedestrian from vehicular traffic and enrich the public walk. The sidewalks will be regularly inhabited with pedestrians as they traverse to places of business, nearby shops, restaurants, hotels, entertainment venues, and the baseball park in the course of their daily lives. Sidewalk cafes can further enliven the pedestrian experience.

The architecture is to be designed to offer a variety of visual experiences. Fronting on the public sidewalks, buildings will frame the street, with main entries accessed directly from the public way. At ground level, the base of buildings is to be finely detailed, offering visual interest, with continuous, active frontages providing a constantly changing and lively pedestrian environment.

Open spaces and landscaped areas may be linked together to create a network of public plazas, parks, and courtyards. Street trees and plants will typically buffer pedestrians from vehicular traffic, provide shade, and visually frame special points of interest. Amenities could include esplanades, gardens, pools and other water features, sculptures, and other items.

A major feature of the Kincora property is the 150-acre park that will run along the length of Broad Run and provides a significant resource for recreation and reflection in the rural tradition that is the hallmark of Loudoun County. A wetlands trail, designed to be sensitive to the indigenous fauna and flora, will appeal to bikers, joggers, and strollers alike and will ultimately



Kincora Master Plan

connect with the W&OD trail to the south and Loudoun County Parkway to the northwest. The natural preserve will be accessible to outdoor enthusiasts throughout the Northern Virginia region.

Signage throughout the district is to provide order and visual clarity. A variety of signage types, each appropriately scaled for its purpose and location, will contribute to the maintenance of a pleasant and harmonious environment. The placement, size, shape, material, color, and lighting for all signs will be coordinated to complement the overall character of the surrounding environment.

These Design Standards are intended to promote a rich and varied sustainable environment, encouraging the design of streets, streetscapes, buildings, landscaping, and signage to contribute to the development of an exciting Loudoun lifestyle.

The project shall endeavor to meet a standard of sustainability as measured by a recognized green building rating system, such as LEED™, Energy Star, or Green Globes.

The Leadership in Energy and Environmental Design (LEED™) green building rating system is a voluntary, consensus-based national standard for developing high-performance, sustainable buildings. As a standard, it is predominantly performance-based, and as a design guide, it takes a whole building approach that encourages a collaborative, integrated design and construction process. The points system is broken into five major categories: Sustainable Sites, Water Efficiency, Energy and Atmosphere, Materials and Resources, and Indoor Air Quality.

A goal for this approach is to reduce the destruction of natural areas, habitats, biodiversity, air pollution, water pollution, solid waste, and finite resources. Design will enhance productivity by providing healthier and safer indoor environments.



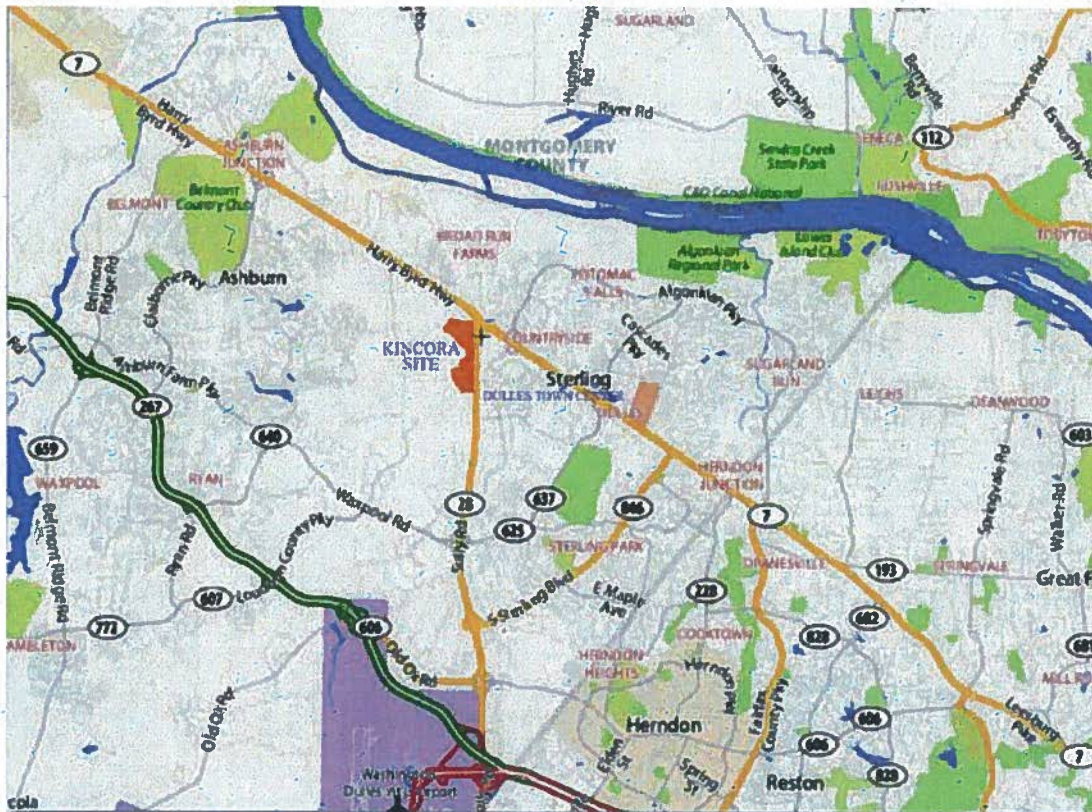
STREET DESIGN STANDARDS

I. LOCATION AND ACCESS

Kincora is located just outside of the nation's capital, near Dulles International Airport, with Route 28 to the east and Route 7 to the north, in Loudoun County, Virginia. Kincora's 424 acres are divided into 15 parcels to be built in three phases. Route 28 easily connects all of Kincora's parcels with Interstate 66, The Dulles Greenway and Route 267. On the north side, Route 7 will lead drivers to Tysons Corner and Leesburg.

II. GENERAL LAYOUT

The northern parcels of Kincora are a true mixed-use community integrating office, residential, retail, entertainment, and a Minor League baseball park, all with ample parking facilities. The southern parcels include office, retail, a hotel, and space for a fire safety center. Though Kincora's buildings will ultimately total nearly 7.5 million square feet, nature will not be far away. Mindful of the need for balance in life, Kincora's developers included a 150 acre park along the Broad Run that will cater to outdoor enthusiasts. Eventually, the trails in the nature preservation area will provide a link between the Potomac Heritage Natural Scenic Trail and the W&OD trail which run through Northern Virginia.



Location Map

Standard:
1. For blocks over 400' in length a mid-block feature such as a pedestrian pathway or outdoor gathering space such as a plaza, park, or courtyard.

III. STREETS AND BLOCKS

A. Existing Arterial and Collector Streets

Pacific Boulevard fronts the property running generally parallel to Route 28 (north-south) and is designated as a minor collector under the CPT. **CTP.**

B. New Streets

See proposed street layout in plan below.

C. The Street Network

See proposed street layout in plan below.

D. Street Hierarchy

Unclear what is meant by future streets. Sheet 18 of the CDP provides typical sections for the roadways.
Future streets within Kincora will provide an additional level of hierarchy to the streets in this area. The new streets will be both narrower and more pedestrian-oriented. These streets, designed to slow the flow of traffic in each direction, would typically provide for a single lane of traffic in each direction together using on-street parking where appropriate, providing for the safe interaction of vehicular use and pedestrian activity.



IV. PARKING

A. Off-Street Parking — Surface

The layout of parking lots, ingress and egress points should complement the overall design of the master plan. From a design viewpoint, major routes through the lot should be regarded as the equivalent of streets. In larger parking lots, these routes should be clearly demarcated from the parking fields within the lot, both to establish and maintain a clearly recognizable, hierarchical movement system. The streetscape areas adjacent to these routes should be provided with pedestrian walks sufficient to accommodate the resulting pedestrian traffic.

B. Off-Street Parking — Structured

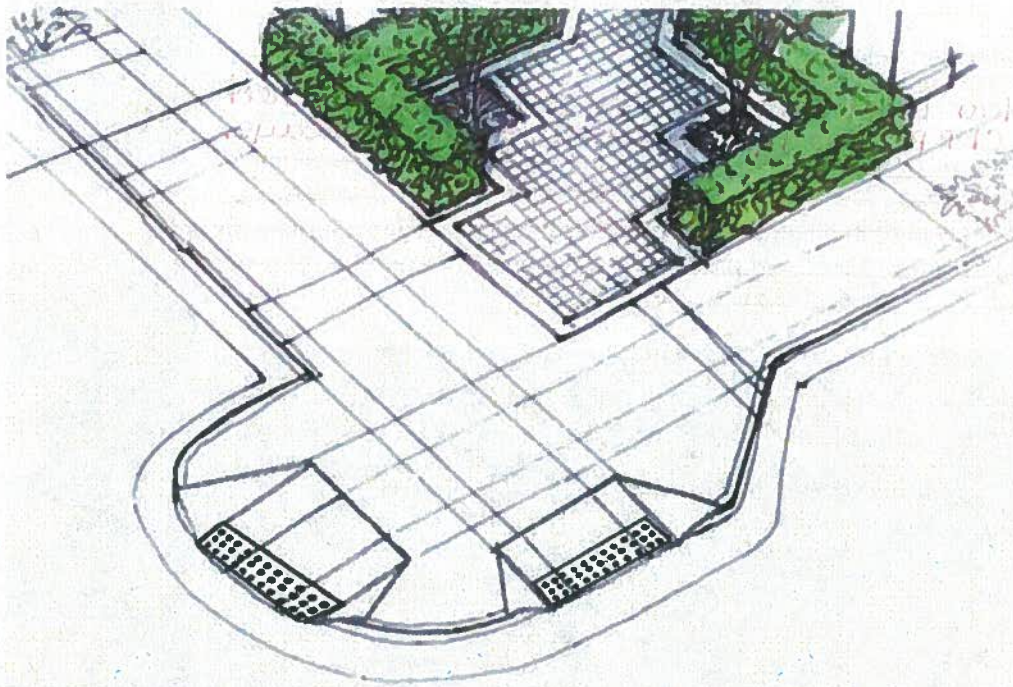
Parking
~~Depending on the overall density of the project, structured parking may be required to provide adequate spaces for the facility requirements. These structures should be conveniently located, and also serve to organize the locations of delivery, trash pickup, and loading areas. Developed as required, they should be dispersed throughout the property to provide for friendly pedestrian travel distances from parking spaces to anticipated destination.~~

Proffer VF provides that at least 50% of the required parking spaces will be located within parking structures.

C. On-Street Parking

will be provided as shown on sheet 18 of the CDP.

On-street parking is provided throughout the narrower connecting streets at Kincora. ~~Turning radii at street intersections should be held to a maximum of 35'-0" to maintain necessary space for pedestrian activity on the corners and to allow sufficient space for buildings to front along the street. Turning radii may be further reduced, where appropriate. Bulb-outs, extensions of the sidewalk paving into the street at intersections, should be used to define the parking areas and to shorten the distance across streets, making street crossings safer and more pedestrian-friendly.~~



Bulb-outs both contain the on-street parking areas and shorten the lengths of pedestrian crosswalks.

Standards:

- 1. At full build-out parking structures are prohibited from locating along blocks where the parking structure is the sole use.*
- 2. At full build-out parking structures along Roads 2, 6, and 8 identified on the CDP will be shielded with liner buildings.*
- 3. Surface parking both interim and at full build-out will be located to the rear of the buildings they serve, within the interior of blocks, with access from alleys or streets which do not conflict with pedestrian access. An exception will be adjacent to Pacific Blvd. & Rt. 28 where one row of parking will be permitted between the building and Pacific Blvd. or Rt. 28.*
- 4. At full build-out surface parking will be prohibited from abutting Roads 2, 6, 8, and 9 as identified on the CDP.*

KINCORA

DESIGN STANDARDS

STREET DESIGN
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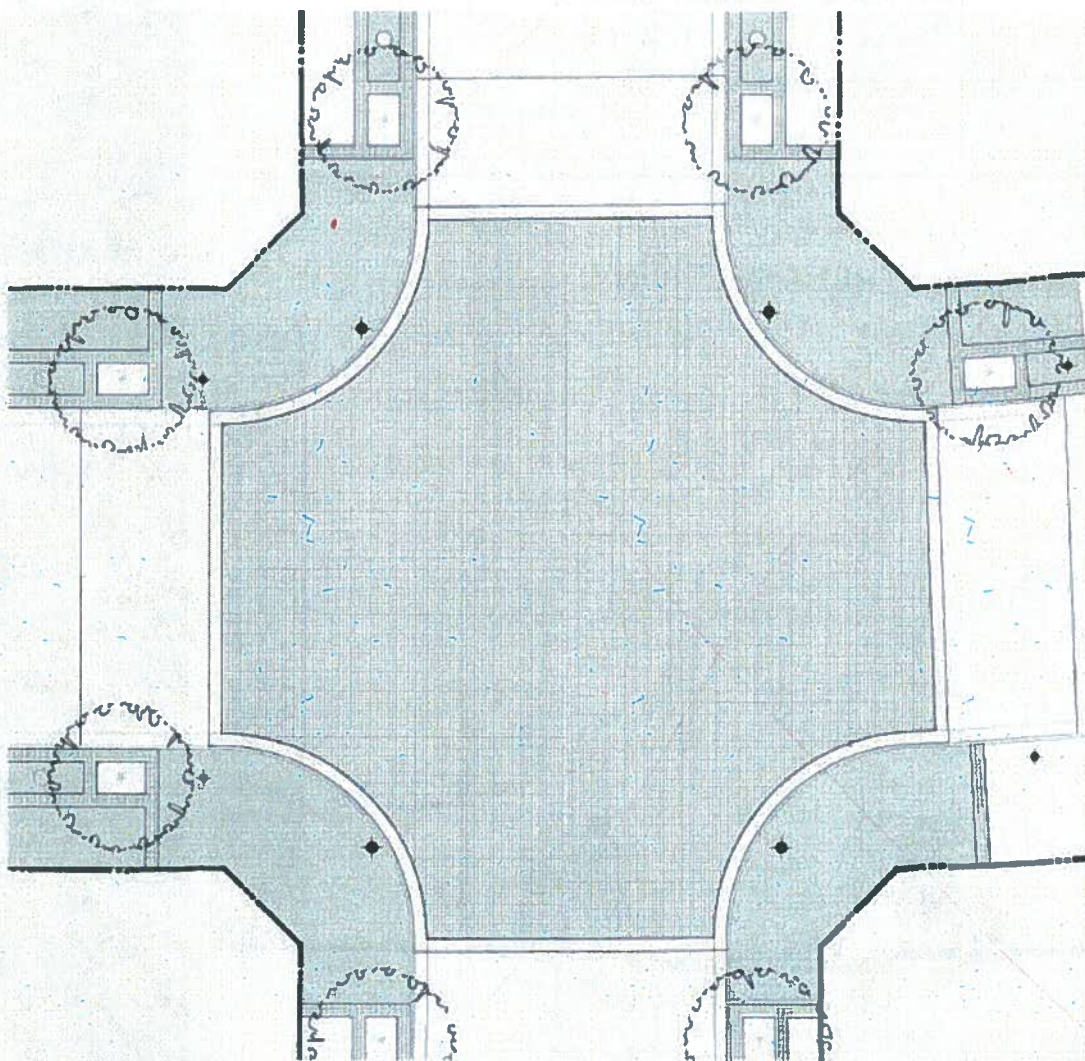
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D. Shared Parking Facilities

In a mixed-use development, parking facilities are used twenty-four hours a day, albeit with different users sharing the same facility at times throughout the course of the diurnal cycle. During the day, the structure serves area businesses and shoppers visiting retail operations, while at night, the structure provides parking for visitors of entertainment venues, the baseball stadium, restaurants, and for area residents. Parking analyses should incorporate this shared usage into their calculations of required numbers of spaces for development. All parking facilities are to be ADA compliant.

V. CROSSWALKS AND SPECIAL PAVED AREAS

Crosswalks at intersections highlight the presence of the "pedestrian in the street" environment. Brick or stone patterns stretching across the street, assert the extension of the pedestrian walk across the vehicular drive. Textured patterns slow traffic so that pedestrians can easily and safely transverse the walk. In addition, specially designating streets may be done with special paving.



Paving patterns on the street should match or complement adjoining patterns on the sidewalk.

KINCORA

DESIGN STANDARDS

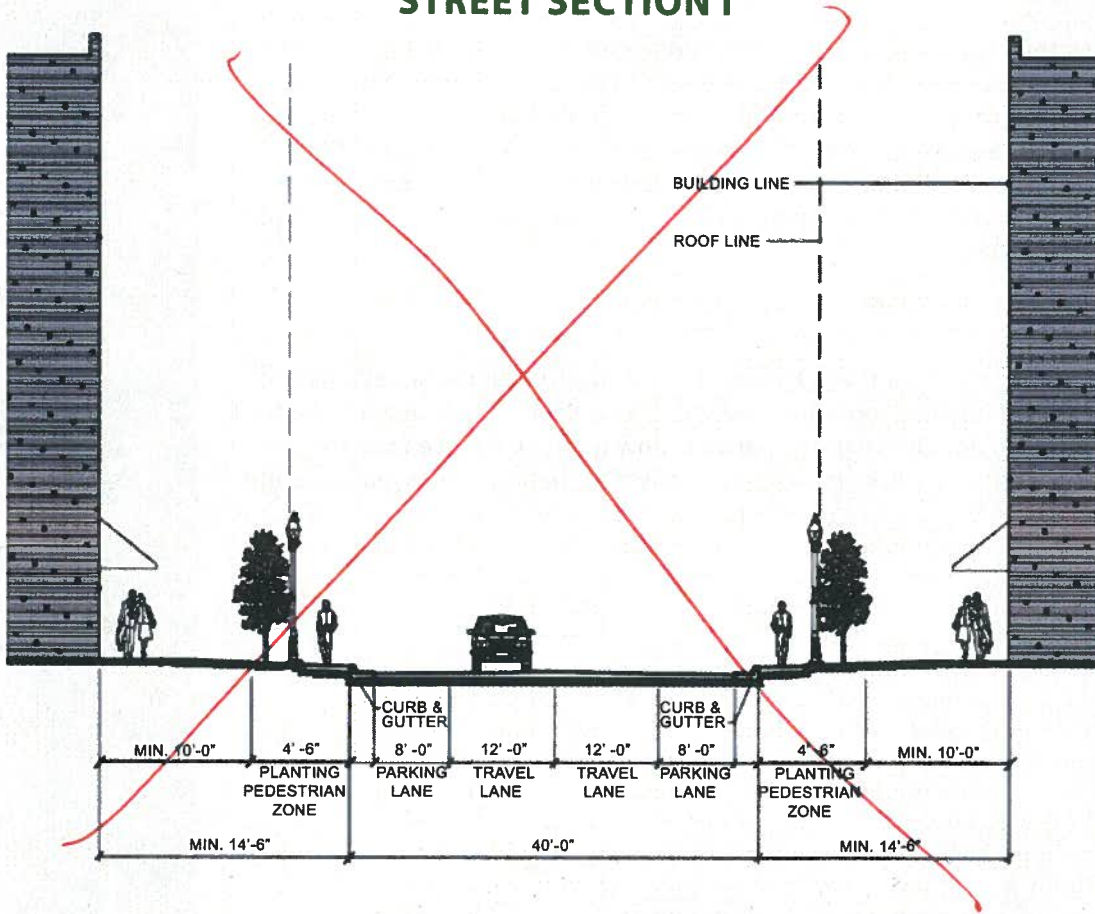
STREET DESIGN
STANDARDS

JUNE 2009

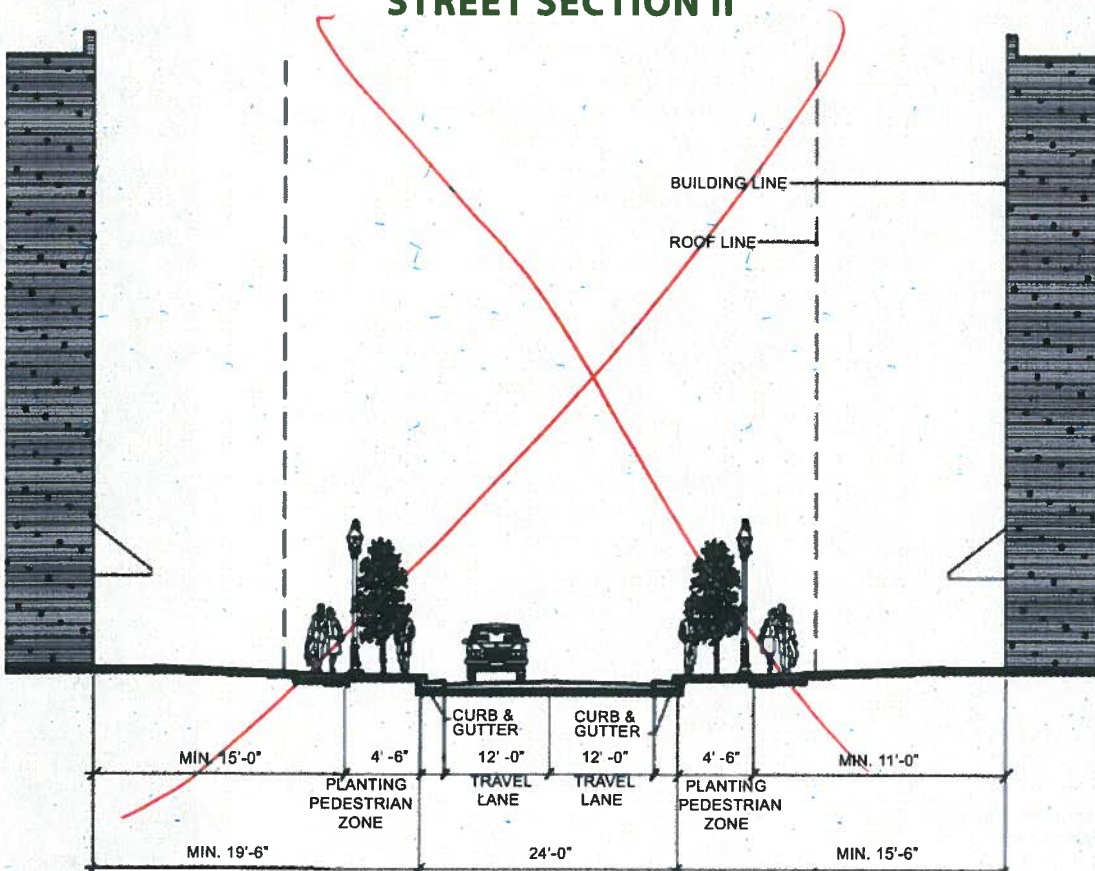
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Street sections 18 II below are not consistent with the Typical Sections provided on Sheet 18 of the CDP.

STREET SECTION I



STREET SECTION II



KINCORA
DESIGN STANDARDS

STREET DESIGN
STANDARDS

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STREETSCAPE DESIGN STANDARDS

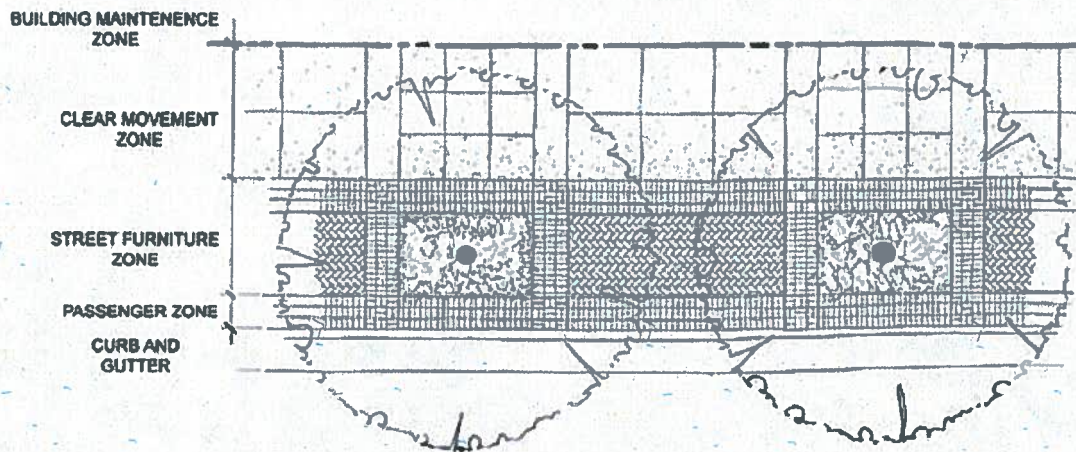
I. STREETSCAPES

A. Narrative

The success of a mixed-use district lies in the constant use of its sidewalks and the various pedestrian ways provided along its parks and through its plazas. Continuous pedestrian activity means the ongoing opportunity for the interaction and exchange of people with each other and with the shop owners and service providers who own and operate the street level shops or the employers and employees who work in the office spaces above. A vibrant mixed-use district has many of the basic activities of daily life placed within walking distance of each other, and provides a continuous stream of walks and routes linking together the various elements of the neighborhood.

B. Standards

- All streetscapes will provide*
1. Provide the streetscape as a continuous space with a clear division of four (4) fundamental spatial zones: the building easement and maintenance zone; the clear movement zone; the street furniture zone; and the passenger curb transition zone. The typical layout of these zones within the overall streetscape is illustrated below:



The different zones of the sidewalk.

2. The building easement and maintenance zone is the easement/encroachment area where private property owner elements may extend into the streetscape area. Through zoning regulations, the building easement and maintenance zone may be deemed as easement or an encroachment. Along mixed-use and commercial streets, building foundations typically project into this zone below grade, while transition elements (ramps, stairs, etc.) as well as decorative accoutrements (e.g. flower boxes) project into this zone above grade. Along residential streets, transitional elements such as porches and stoops, together with balconies and bay windows, typically project into this zone.

KINCORA

DESIGN STANDARDS

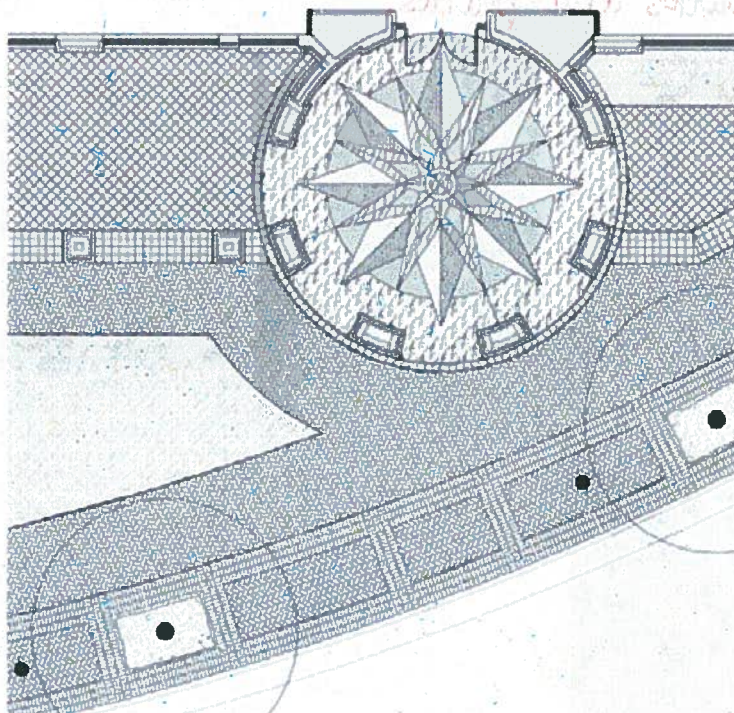
STREETSCAPE DESIGN
STANDARDS

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7. In general, providing four (4) fundamental zones of a streetscape may be accomplished by a variety of means. While the standard pattern may be typical, it is not intended to eliminate options and variations. Indeed, variations in streetscapes are certain and necessary, as different types of streets serve different purposes, requiring unique and individual design. A variety of options may be anticipated. In each case, however, while accommodating the variations required for a vibrant community life, the required clear movement zones must be maintained:

- a. A street, or portion thereof, with the street furniture placed directly adjacent to the building, in the building easement and maintenance zone. This may be expected in areas which have sidewalk cafés and/or outdoor dining, or when a building entry is set back from the street to accommodate an entry plaza.
- b. A street, or portion thereof, with an arcade or colonnade providing covered passage along a portion of the sidewalk. This covered passage may extend out toward the sidewalk and occupy the street furniture zone.
- c. A street, or portion thereof, with diagonal parking, street trees provided in tree islands along the block, street lighting provided from wall sconces affixed to the building, and a clear movement zone provided from the back of curb line to the building. This prototype is typically found in dense, commercial areas.
- d. A street, or portion thereof, with a continuous landscaped verge, occupying the street furniture zone as well as the passenger transition zone.
- e. A street, or portion thereof, along which the streetscape area may become an extension of a building entry plaza extending across all of the streetscape zones. This is typically found at the entrances to theaters, conference halls, hotels, and other buildings with a high volume of public use.



Entrance plaza extending to the curb.

8. The width of the streetscape (i.e. the strip of land between the back of curb line and any building elements) ^{will be} should be a minimum of 8'-0" ^{is} typically ⁸ This area ~~may be a continuous planted verge along some roads, or a continuous sidewalk along some streets, depending upon the purposes of the street and the adjacent buildings.~~ Typically, however, this 8'-0" dimension immediately behind the back of curb will contain both planting and hardscape features. (For a description of typical streetscape zones, see illustrations on page 8.)
9. Finish patterns should emphasize the zones of the sidewalk, and should particularly distinguish the edge of the streetscape as it adjoins the street. This visually marks the area of transition.
10. Finished surfaces of sidewalks ~~should be~~ ^{shall consist} of brick, concrete, stone, or an appropriate combination of these materials. The clear movement zone should consist mostly of slip-resistant surfaces and textures. Various methods of finishing concrete provide for slip-resistant surfaces. Compliance with the current ADA standards for sidewalks and crosswalks is required throughout the district.
11. At special intersections and as an optional design, sidewalk street corners may be laid as an uninterrupted field of brick in a herringbone pattern. The finish materials and pattern of the sidewalk should be maintained through the area of the curb ramp. The use of "two curb ramp crosswalks" is encouraged to provide for a safer pedestrian environment.
12. At service entry drives, which cross a sidewalk or other pedestrian path, the paving material should continue across the drive to reinforce the clear movement zone and highlight the pedestrian way. However, a distinguishing band of material should clearly highlight the edge of the drive, visually demarking the transition from the sidewalk to the crossing driveway. The apron of these entry drives would typically be concrete.

13. A minimum 10' wide pavement marking will be provided at midblock crossings where significant demand is likely, such as at parks and plazas.



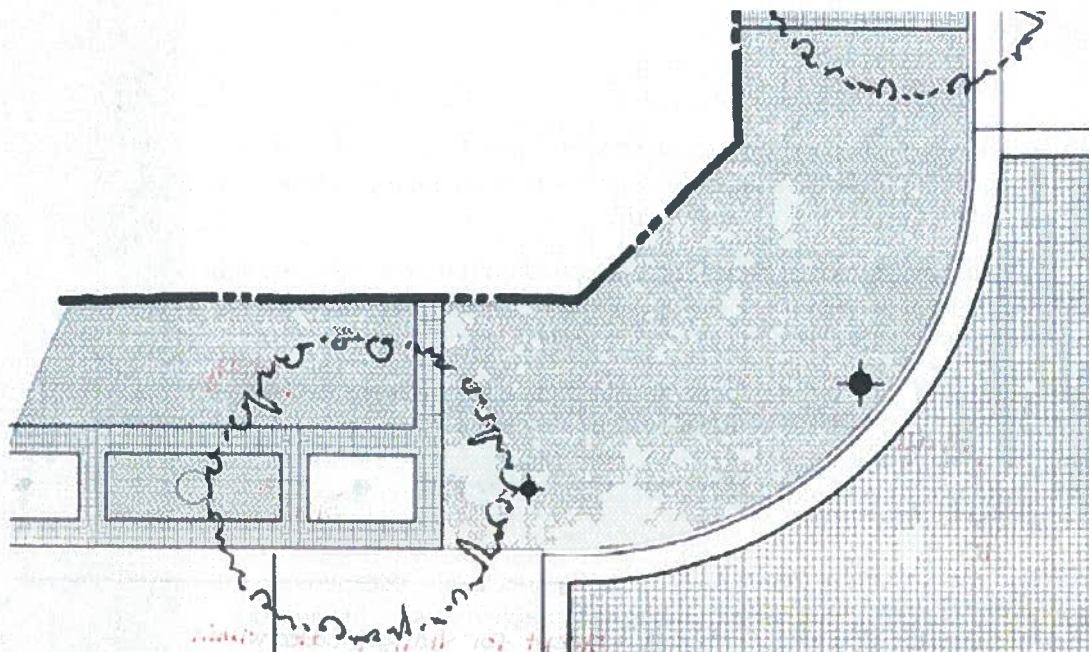
Changes in sidewalk pattern may highlight the base of a building and its arcade columns...



... the turn of a corner...



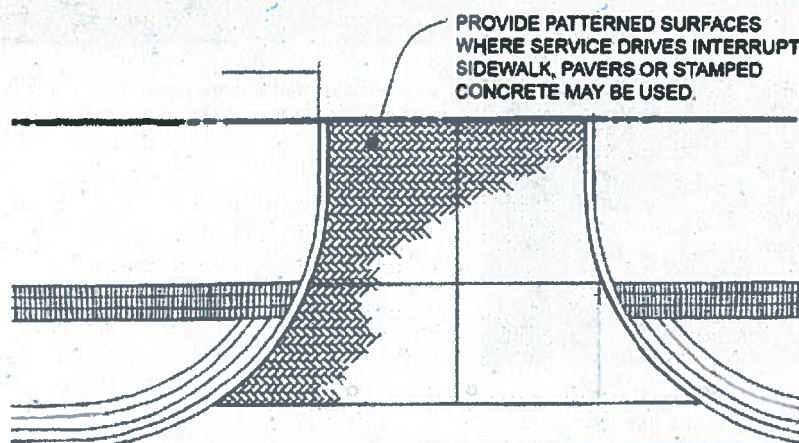
... and the principal building entrances.



An optional paving finish material at sidewalk corners is an uninterrupted field of brick arranged in a herringbone pattern.



Example of driveway aprons. Note: Federal Standards require the use of truncated dome-type warning systems. Granite warning stripes are preferred.



Driveway aprons should interrupt the clear movement zone of the sidewalk and should extend to the building frontage line.

II. PEDESTRIAN WAYS

A. Standards

1. Pedestrian ways through parks and plazas should orient the pedestrian to significant destinations, while connecting to other public ways. Pedestrian ways shall comply with the current ADA standards.
2. Along pedestrian ways, recesses resulting from building setbacks along the sidewalk should be enhanced as special urban places. These recesses may become pocket plazas, landscaped gardens, or seating areas.
3. Pedestrian paths or trails through parks and landscaped or natural areas ~~should~~ ^{shall} be a minimum of 5'-0" wide. Bicycle trails through parks and landscaped or natural areas ~~should~~ ^{shall} be a minimum of 5'-0" wide. Multi-purpose pathways, those which are intended for shared use of both bicycles and pedestrians, ~~should~~ ^{shall} be a minimum of 8'-0" wide.
4. The surface of bicycle/recreational trails through parks and landscaped or natural areas must be both smooth and durable. Acceptable materials may include concrete, asphaltic pavers, or wood planking. ^{Except for trails located within the river and stream corridor resource which shall consist of a permeable material only.}
5. Pedestrian pathways and trails that extend through parks and landscaped or natural areas should be provided with seating and lighting along walkways and at places of interest. Provide openings to views along pedestrian ways, with seating areas at the viewing points. Provided pedestrian scale lighting sufficient to illuminate the walkway and any seating areas.



Pedestrian ways should frame significant views at either end, orienting the pedestrian to destination point.



This design provides universal accessibility as a site feature, well integrated with the landscaping and able to easily accommodate signage.

III. ARCADES/COLONNADES

A. Standards

1. Arcades/colonnades may be extended over sidewalks as a shading alternative to street trees. If proposed, the required clear movement zone must be maintained. Yet, the necessity of a clear movement zone should not prohibit the leasing of space within the arcade/colonnade.
2. The interiors of arcades should be adequately lit to provide the pedestrian with a continued sense of security and safety. The lighting from decorative fixtures attached to the building may be used to supplement street lighting if it is supplied in sufficient quantity. Similarly, planters and other landscaping may be used to supplement the street trees.



An arcade can provide welcome cover to the pedestrian on hot sunny days, while also enhancing the sense of entry to a building.



Arcades over the sidewalk should maintain a clear movement zone of at least 8'-0".

IV. OUTDOOR PLAZAS

A. Standards

1. Outdoor plazas may be located to highlight a main entrance to a major building or to provide a series of outdoor spaces to accommodate pedestrians. Typically, plazas are pedestrian-oriented open spaces with decorative paving, lighting, and additional street furniture. Plazas ~~may~~ ^{may} include sculpture, fountains, and/or additional landscaping.
2. Outdoor plazas should not restrict or in any way interfere with the clear movement zone of the sidewalk. Plaza paving patterns, however, should be able to extend into the sidewalk area upon approval of the regulating authority.
3. Patterns, and finishes should coordinate with the adjoining architecture.

4. A minimum 10,000 square foot plaza shall be located within Land Bay D, west of the terminus of Road 6 as provided on the CDP creating a focal point for the community.



Plazas should not disrupt pedestrian passage in the clear movement zone of the sidewalk.



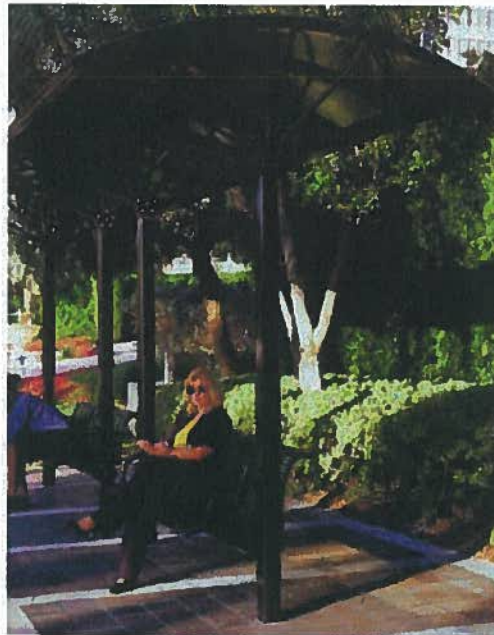
Plazas may work as their own sculptural contribution to the urban landscape while still fitting into the context.

Does this refer to shuttle stops associated with the Kincora Shuttle provided in Proffer III L?

V. SHUTTLE BUS STOPS

A. Standards

1. Shelters for shuttle stops ^{will} should provide seating, trash receptacles, and protection from the elements. If shuttles are operating during the evening, lighting at adequate levels should be provided.
2. Locate shuttle stops to most conveniently service the district. Locations near parking areas/structures and major buildings, as well as, points of special interest are recommended.
3. Provide shuttle stops within walking distance to the commercial and retail areas of Kincora.



Shuttle stops create shade for waiting passengers.



Shuttle stops should match the character of Kincora while providing for the comfort of its users.

VI. OUTDOOR LIGHTING

A. Narrative

Lighting extends the use of the district beyond the daylight hours and into the evening, providing for the continued use of the streets and public spaces throughout the diurnal cycle. Lighting provides a sense of security and safety for the pedestrian, giving a sense of continuous habitation and oversight. This makes it a prerequisite to consistent pedestrian activity throughout the evening hours. A well-lit environment establishes the basis for the vitality of evening activities promoting public attendance, whether they are theatrical performances, concerts, dining, or late-night shopping. Lighting reactivates urban spaces for evening use, and allows the district to be a nighttime destination point. The adequacy of outdoor lighting is vital to securing the ongoing vibrancy of a mixed-use district. Street lighting practices which minimize the use of energy and reduce glare are encouraged.

B. Standards

1. Provide lighting for the pedestrian along the street at the sidewalk, within plazas, and along pedestrian ways and access routes within parks, as well as within landscaped gardens and natural areas. Provide signalized traffic lighting in conjunction with the development of vehicular routes and traffic patterns. Develop the design and selection of building-mounted decorative fixtures in coordination with both the street lighting and the individual buildings. Provide lighting that both enhances the character of the district and subtly reinforces the district aspects of its neighborhoods.
2. Maintain outdoor lighting at a pedestrian scale that supplies adequate illumination for both pedestrian use of the sidewalk and street, and vehicular use of the street.



Use street lighting as an additional expression of the area's unique environment.

3. Lighting at the sidewalk along local streets in Kincora should maintain a pedestrian scale. A total height (pole and light fixture) of 14'-0" is preferred. Pole and fixture design should be complementary. A consistent street fixture should be provided throughout the district.
4. Building mounted fixtures will vary from building to building, but should be complementary to the overall character of the district, as well as, its individual buildings.
5. ~~The lighting of selected building façades should contribute and reinforce the overall sense of building organization, massing, and façade treatment through Kincora. The light sources which illuminate building façades should be located, aimed, and shielded such that light is directed only onto the building façade and not onto adjoining properties. Light fixtures should not be directed toward adjacent streets or roads. The use of shields and baffles are recommended to help mitigate light spread.~~
6. In plazas, pocket parks, and along pedestrian pathways, consider the use of low-level outdoor lighting integrated into plaza walls, stair side walls and/or risers, and even seat walls. The lighting levels provided should illuminate changes in elevation such as steps, ramps, and steep embankments.
7. Bollards may also be internally lit, reinforcing the visual separation of vehicular and pedestrian routes.

8. Lighting intensity will only be for its intended purpose.



Provide street pole and fixture designs that complement each other.

VII. OUTDOOR FURNITURE

A. Narrative

Street furniture establishes the actual "making" of a place, contributing the physical elements of human habitation along the street. The provision of street furniture "accessorizes" the public space, refining the identity of a place. Street furniture typically includes seating, lighting, bollards, trash receptacles, bicycle racks, mail boxes, newspaper boxes, public telephone stations, and poles for signs, flags, and banners. *(as permitted by the zoning ordinance)*

Street furniture promotes pedestrian street life with amenities and conveniences which encourage the ongoing and regular use of sidewalks and pedestrian ways. It humanizes the scale of the street, placing everyday pedestrian elements within the context of the urban environment.

B. Standards

1. Street furniture ^{will} ~~should~~ not restrict the width of the clear movement zone of the sidewalk, ~~whether placed in the designated street furniture zone, under an arcade, or in the easement/encroachment zone.~~
2. Coherent compositions of street furniture that utilize unifying elements should be used throughout Kincora. An understandable order or pattern for the location of these elements should be provided, foreshadowing the location of these elements to the pedestrian. Furniture style, material, and colors should complement each other to produce cohesive arrangements and designs.

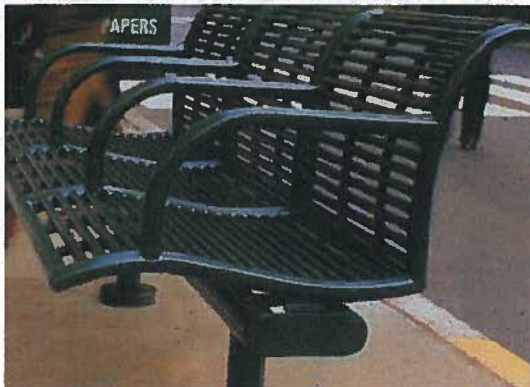


Public seating should provide intermediate armrests.

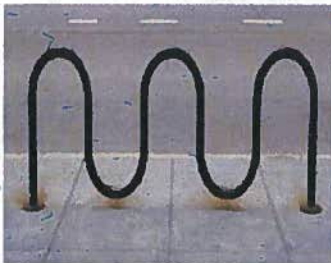


Ordering street furniture makes a more favorable presentation of the street and respects pedestrian sensibility.

†Add to standards.



3. Environmental factors such as sunlight, shadow, glare reflection, wind, and rain should be considered in the placement of seating areas.
4. Seating areas should be considered at plazas, parks, landscaped and natural areas, viewing points, and points of special interest, as well as at transit stops, entrances to major buildings, and at entry points to parking structures, eating facilities, and vendor kiosks. Seating areas ~~should~~^{shall} be coordinated with the locations of bicycle racks. Seating areas ~~should not~~^{shall not} obstruct building entrances and ~~should not~~^{shall not} restrict clear movement zones. Care should be taken to ensure that seating areas are sufficiently illuminated.
5. Individual benches should have intermediate armrests for individual seating on the bench.
6. Bicycle racks should be provided at grade level in parking structures, at plazas, and at or near the entrances to major buildings for workers and visitors alike. Bicycle racks can be readily accommodated in the recess spaces of buildings adjacent to the entrances. In addition, bicycle racks ~~should~~^{shall} be provided along trails and at major destination points. Bicycle racks ~~should not~~^{shall not} obstruct building entrances and ~~should not~~^{shall not} restrict clear movement zones.
7. Bicycle racks should be of hardened steel that can withstand hacksaws and hammers. They should be securely anchored in concrete foundations or mechanically attached with bolts that cannot be readily removed. Care should be taken to ensure that bicycle racks are sufficiently illuminated.
8. Public trash receptacles should be distributed throughout Kincora. Visible and conveniently located for pedestrians. Receptacles should be placed at corners, in plazas, and possibly at mid-block locations along lengthy streets. Public trash receptacles should be located in proximity to restaurants, outdoor dining facilities, vendor kiosks, public gathering areas, and areas designated to hold scheduled public events.
9. Public trash receptacles should consist of an outer decorative shell and a replaceable, impact-resistant liner. The receptacle should coordinate with other street furniture — particularly street lights — in terms of material, color, and finish.



Bike racks should be provided at or near entrances for workers and visitors alike.

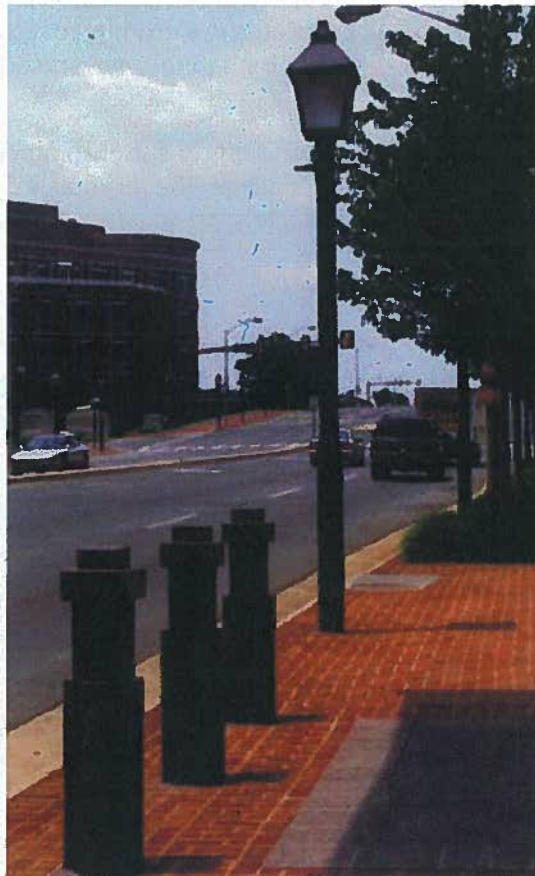


Trash receptacles should be stationary and should be provided with replaceable liners.

10. Bollards ^{will} may be metal or textured concrete, stone, or a combination of these materials. While bollards are typically permanent, they may be removable where they are intended for intermittent use, such as in multifunctional spaces.
11. Sign poles, such as stop and advisory signs, should be of a uniform size and form and should be capped. The edge of the walk should conceal the anchorage.
12. Material and finish. All exposed metals should be coated or otherwise treated to withstand oxidation/corrosion, abrasion, and damage from airborne salts. Maintenance will be required at regular intervals to keep the furniture items looking well kept. All street furniture should be set plumb and level.



Metal bollards should be treated to resist the deteriorating effects of the elements.



An example of stylized metal bollards used to protect a principal entrance along a boulevard.

VIII. OUTDOOR DINING AND SIDEWALK CAFÉS

A. Narrative

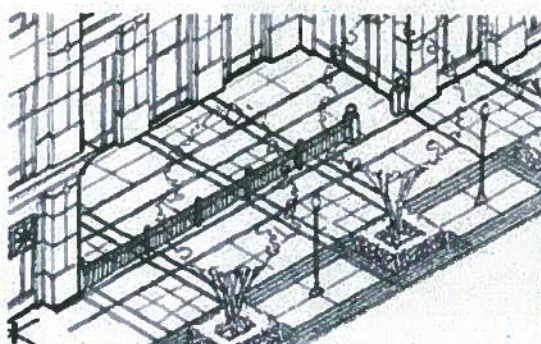
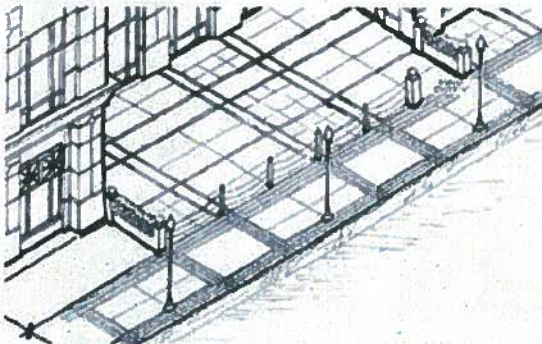
Outdoor dining/cafés are seasonal social gathering areas when weather permits. They provide safe, comfortable places where people can stop to rest, view, socialize, and relax while they dine. The development of outdoor dining areas and sidewalk cafés is encouraged when possible and where space permits. Successful outdoor dining areas activate and energize the street, attracting more people to participate in the life of the street, to see and be seen. A staple of the street life of contemporary culture, outdoor dining areas and sidewalk cafés assist in maintaining an active street scene. Their ability to regularly attract people throughout the day and evening assists in the promotion of adjoining shops and businesses.

B. Standards

1. Locate outdoor dining areas and cafés to take advantage of views, such as parks and plazas, as well as along streets with larger streetscape widths. In addition, outdoor dining areas and cafés should be considered for interior court spaces.
2. Typically, outdoor dining areas and sidewalk cafés front along the restaurant of an adjacent building and should not extend beyond the length of the lease space.

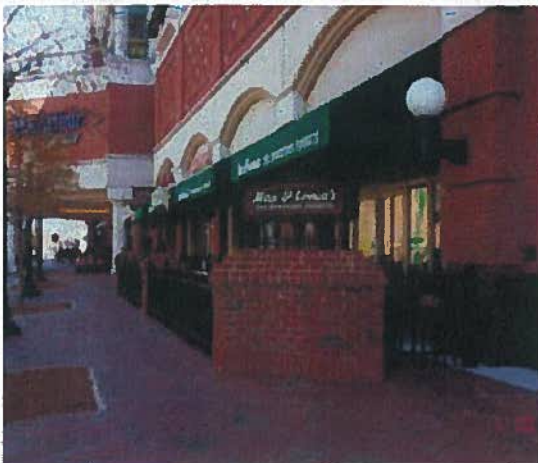


Provide canopies or umbrellas for additional sun protection at outdoor cafés.

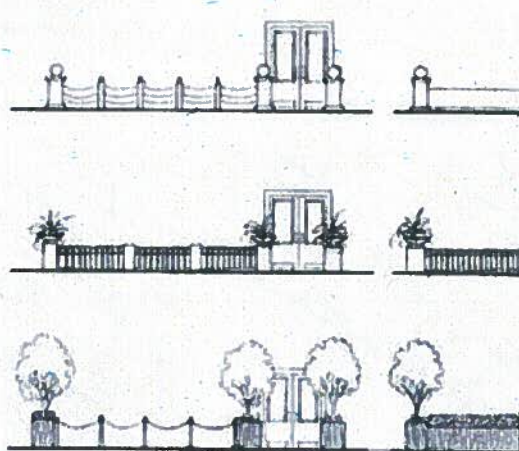


The clear movement zone of the sidewalk should be maintained at 8'-0" where outdoor cafés extend into it.

3. The design of outdoor dining areas and sidewalk cafés ^{will} ~~should~~ be compatible to the architecture of the "parent" or "host" building. They should also be designed to complement the character of the street context.
4. No element affiliated with an outdoor dining area/sidewalk café, whether perimeter railings, fencing, planting, menu board, or other item, may obstruct the width of the required clear movement zone.
5. Canopies, awnings, or table umbrellas are encouraged and may be used to provide shading and screening for the diners.
6. Exterior flooring other than sidewalk materials may be used at outdoor dining areas set back from the established right-of-way. Paint, grass, artificial turf, carpet, platforms, and any interior finish materials or treatments ~~should not be~~ ^{are not} allowed.
7. The design of perimeter railings or fencing should complement the concept and materials of the restaurant's exterior and the context of the adjoining public realm. Railings and posts may be of metal, wood, and/or stone. Landscaping elements should also be complementary with the adjacent structures.
8. Fencing may be designed and constructed for permanent or temporary/seasonal installation. If the fencing is to be left in place during the off-season, it must be maintained in a well-kept fashion. Temporary posts and railings are not permitted to be stored within public view.
9. Except for wall sconces or bracketed light fixtures, all other furnishings, amenities, accessories, and service items should be removed from the outdoor café area off-season. When stored, any outdoor café items or furnishings ~~should be~~ ^{will need to} concealed from public view.



Design railings to have a smooth transition around the corners and ends.



These are examples of acceptable fencing and railing.

Add to standards. Acceptable railing and fencing examples should provide more information.

VIII. UTILITY SERVICE

A. Narrative

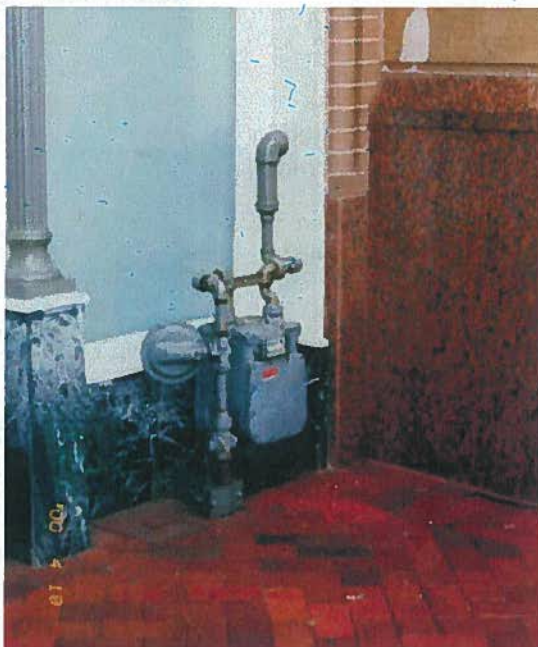
Utility services should be located under the sidewalk adjoining the curb where practical. This will provide a sidewalk clear of unsightly elements impinging upon the flow of pedestrian traffic while maintaining a means of access to them.

This will also minimize the disruption to both pedestrian and vehicular flow during service and maintenance operations.

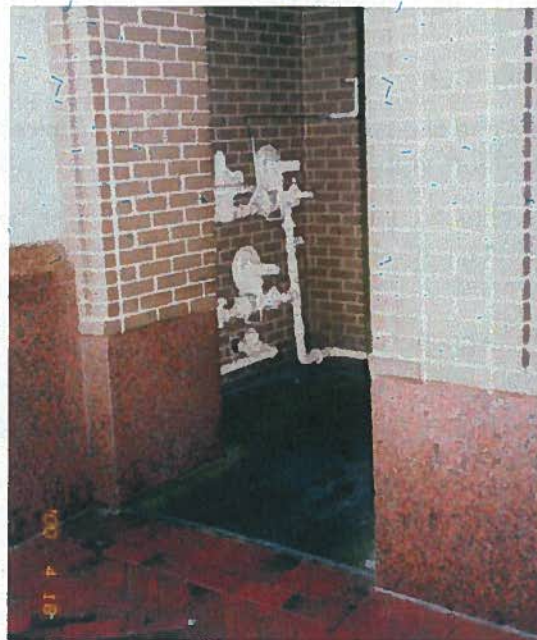
All buried wiring shall be conduit below any paved surface.

B. Standards

1. All utility connections, including electrical and telephone connections and installations of wires to buildings, should be made underground from the nearest available power source.
2. Generators, transformers, chillers, and any other mechanical or electrical equipment ^{will} should be screened from public view at grade level.
3. Electric, gas, or other meters should be placed at grade and hidden from public view. Utilities placed above ground should be concealed with landscaping, with fencing, or set within the architectural form.
- ~~4. Telecommunication facilities (e.g. cell phone towers, satellite dishes, Doppler radar, etc.) are subject to mutually acceptable standards.~~
Permitted by SPEX within the PD-MUP Zoning District
5. Telecommunication devices, splice box pedestals, cable and/or satellite television antennae, etc., should be placed to allow for visual screening.
6. Security cameras and other equipment should be carefully organized and coordinated with the adjacent architecture.
7. Coordinate all landscaping with public utilities.



Utilities should not be exposed at the sidewalk because they run the risk of damage.

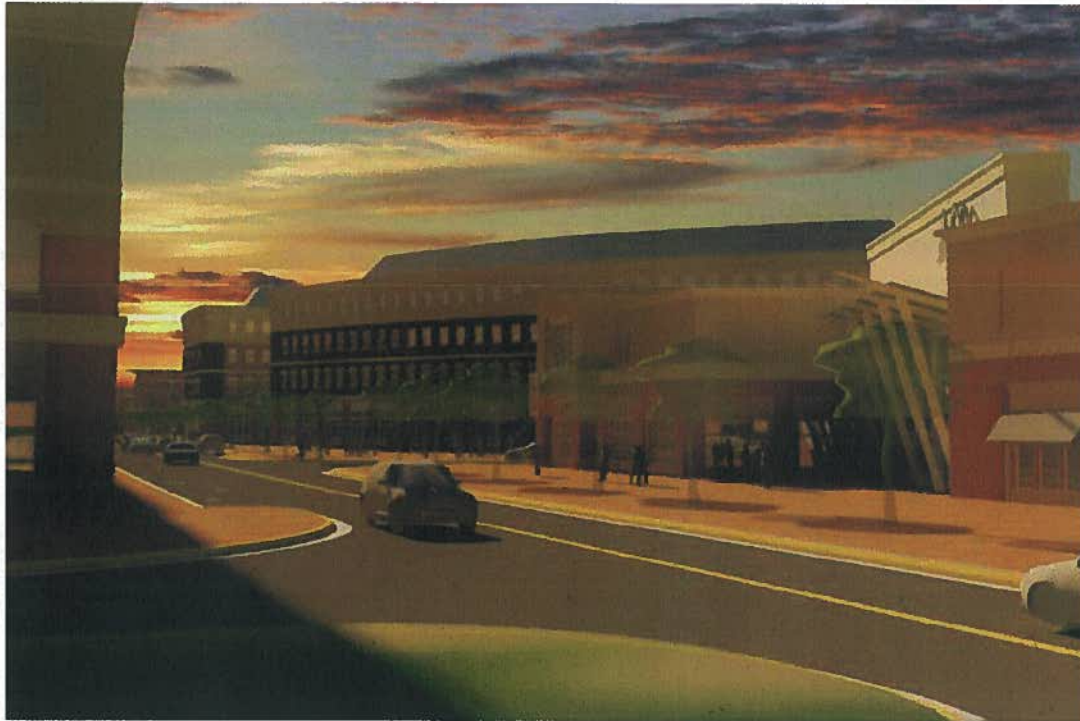


The utilities should be concealed within the architectural design.

LAND USE DESIGN STANDARDS

~~L. USES PERMITTED AS OF RIGHT~~

~~The program goal of Kincora is to become a vibrant mixed-use development. This shall include office, retail, residential, hotel, Class A Minor League baseball stadium, and entertainment as governed by the agreement between the County, the Developer, and the Zoning Ordinance.~~



ARCHITECTURAL DESIGN STANDARDS

I. BUILDING SITE PLACEMENT

A. Statements of Intent

1. Locate and orient the buildings so that a balanced environment is created for the comfort, visibility, and accessibility of both pedestrian and the automobile.
2. Ensure build-to lines and allowable building setbacks provide adequate circulation routes with sidewalk space at the street for expected pedestrian densities and intended amenities.
3. Promote greater pedestrian traffic at the street level by providing a street of adjacent buildings.
4. Promote mixed-usage of both the buildings and the street blocks.
5. Promote sufficient levels of massing and density to achieve an intensified level of pedestrian activity.
6. Provide the means for increased densities at the block while promoting light, air, and movement at the street.
7. Use building street façades to define a more pedestrian/intimate experience at street level.

KINCORA

DESIGN STANDARDS

LAND USE DESIGN
STANDARDS

JUNE 2009

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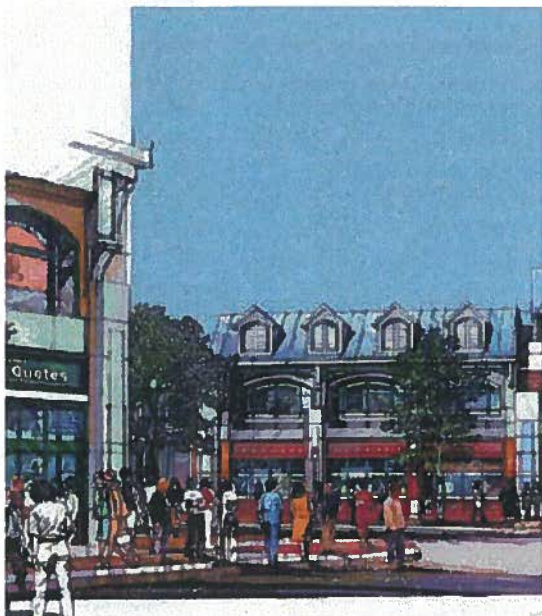


B. Narrative

Building site placement is a critical element in determining how people will use the public space to get from one place to another. Its development synchronizes the layout of streets and blocks, in this case a framework of pedestrian-oriented blocks. Building site placement is essential in framing the space of a street and providing a sense of enclosure. Yet the siting of buildings also determines how accessible private spaces are from the public realm, encouraging frequent exchange between inside and outside, and enhancing pedestrian activity.

Building site placement is also one of the initiating factors of the character of a place. A consistent placement of adjoining buildings at the edge of the right-of-way gives the public realm a pedestrian sensibility. Street-walls (the vertical plane resulting from a contiguous line of buildings) are created, providing a more intimate urban form. Places are more easily accessible to pedestrians, and crossing the street feels safe because vehicles move slower in an environment that brings pedestrians and vehicles closer together. The details of everyday objects take on greater significance in this environment, as they are more readily observed. In other words, pedestrian oriented environments establish public space as the backdrop of daily human activity and experience.

Kincora unites commercial, retail, cultural, entertainment, and residential uses within a single district. Street-walls and building frontages should be designed to invite pedestrian use of the plazas and sidewalks. Framed streets and plazas will convey a sense of protection, safety, and security while providing spaces for public enjoyment.



Space is framed: architectural elements and storefronts are set up to be viewed and experienced.

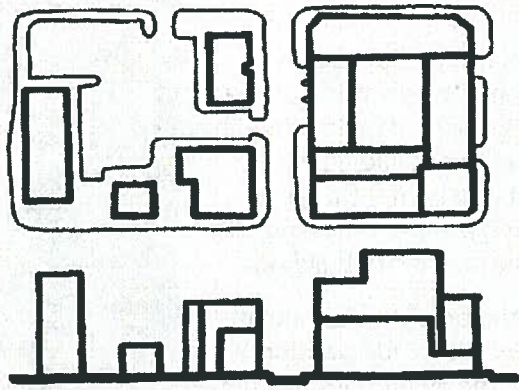


C. Standards

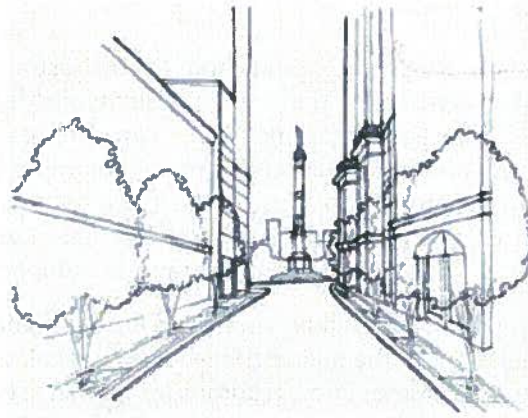
Principal entrances facing a parking structure or surface parking are prohibited. Where appropriate dual access from both the street and parking is encouraged.

1. Building frontages ^{shall} ~~should~~ tend to align along the street ~~at the property line, or front onto the surface parking lot.~~ Of course, building setbacks are allowed to accommodate outdoor dining, plazas, landscaping and other amenities.
2. Consider the placement and form of buildings at corners and how both factors may promote pedestrian activity.
3. Locate the district's major building structures at walkable distances from each other and distributed throughout the district. Orient their major entrances to local streets. *or a common gathering place.*
4. Locate smaller shops, businesses and retail services in the field of the block between major office buildings and ~~parking structures and between~~ other significant destinations within the district.
5. Parking areas/structures should not be clustered but dispersed at walkable distances along the length of Kincora. Such placement will reduce the traffic volume within the mixed-use district by providing easy vehicular access and exit to major traffic corridors. Diffused placement will also encourage drivers and their passengers to take a short walk past stores and restaurants on the way to their intended destinations.
6. Throughout the mixed-use district, develop strings of buildings in accordance with typical zero lot line condition requirements. ~~Buildings need not have setback requirements, but will need to be provided with easements for projecting elements, such as footings, porches, cornices, etc.~~
7. For long blocks, or buildings with open interior courts, coordinate the location of openings with regard to climatic conditions, sunlight, prevailing winds, etc.

buildings shall x setback a maximum of 20' from front of curb along 2ds. 2, 6, 8, and 9 as shown on the CDP and a maximum of 25' from front of curb for Roads 2, 4, 6, 8, 10, 12, and 14 as shown on the CDP. The maximum building setback evaluation is shown on the CDP.



Dispersed buildings let space "leak out" — spatial definition is weakened. Buildings located close to the street and close to each other, enclose the street — space is well defined.



Buildings framing the street and creating a "view corridor," focusing on a sculptured terminus.



Monumental sculpture on a circular base provides a focal point for the surrounding context.

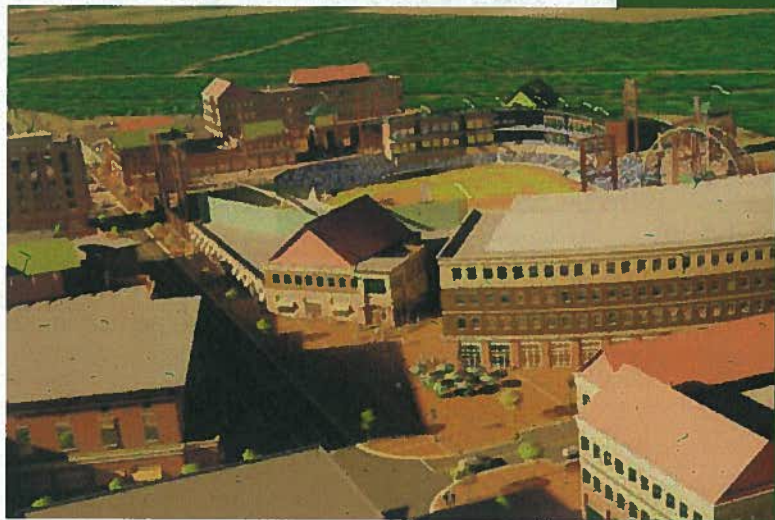
(cont. from pg. 28) shall only be permitted for sidewalk cafes, outdoor plazas, courtyards, terraces, and other useable open space.

8. A minimum of 80% of all block frontages along Roads 2, 6, 8, and 9 as provided on the CDP will be lined by buildings. Open spaces such as plazas, courtyards, greens, and other outdoor gathering spaces will be excluded from this calculation.

II. ARCHITECTURAL MASSING

A. Statements of Intent

1. Present unified form of Kincora at both grand and human scales.
2. Highlight the significance of Kincora as seen from a distance while maintaining its human scale and approachability at the street.
3. Provide for greater densities while safeguarding the provision of light, air, and views at the street level.
4. Distinguish major buildings and parking structures within the district as destination points within ~~from~~ the pedestrian-oriented walking environment.



Coordinated massing within the block can provide a monumental scale while also stepping down to a pedestrian scale.

B. Narrative

A coherent and eligible village form results from the orchestrated placement of building masses throughout an area. Building massing simultaneously presents an overall image of a district when viewed from a distance, and involves an orderly arrangement of buildings within the district, one that allows for sun, air, and light to filter to the street level. Building masses derive not only from the programmed use of the spaces within, but also from the physical constraints of the site (zoned height limitations and required setbacks). Implicit massing relationships suggested by the adjoining context may also influence the massing of buildings.

The overall visual impression of building masses is further refined and brought into human scale through articulations of the building facade. The articulation of the facade transforms buildings from abstract volumes into backdrops for human activity. The greatest level of detail is both required and provided at the building's ground level. For it is here, at the street level, where the conduct of daily life is experienced.

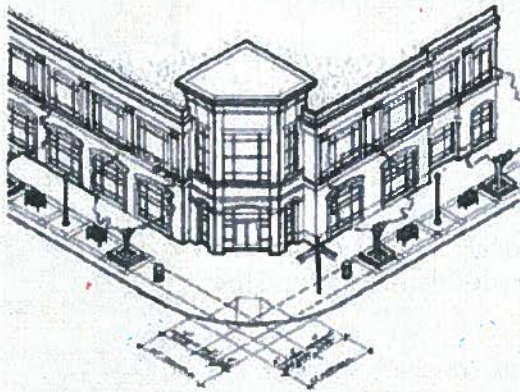


C. Standards

1. Develop a coherent system of coordinated building masses. Integrate differing volumes by using similar and/or complementary materials and a coordinated system of horizontal datum lines.
2. Located buildings of smaller mass within the field of the block between major buildings and parking structures.
3. Relate building massing both to frame and reinforce view corridors and to establish gateways. Design forms for each block that create a coherent mass which presents the area as unified when viewed from a distance.
4. Maintain an adequate provision of light, air, and views at the street level. Consider the relationship of building heights at the block to the impact of solar access at the street. Consider daylight factors and access to light for businesses and stores located at or near the ground level.
5. and on the street, as well as to mitigate against the impact of wind currents and downdrafts.

6. Buildings may be defined in terms of their height:

- a. A low-rise building is any building less than 35'-0" in height, measured above the grade plane.
- b. A mid-rise building is any building 35'-0" and higher up to 75'-0". Parking structures may be mid-rise buildings, and it is recommended that they contain retail uses at the ground floor level to encourage and maintain pedestrian activity.
- c. A high-rise building is any building greater than 75'-0" in height, measured above the grade plane. No part of the building, or any approved vertical attachment, should exceed the height limits established for air navigation safety. ~~Building setbacks may be considered for the increasing heights of the building to allow additional daylight to reach the street.~~ Parking structures may be incorporated into high-rise building structures both as a means of conjoining parking and vertical development and as a means of visually screening parking structures and incorporating them into the streetscape. As much as possible, retail uses should be maintained at grade level.



The corner can offer one of the best opportunities for an establishment to gain the attention of passersby. How the building meets the corner is critical.



Coordinated massing within the block can provide a monumental scale while also stepping down to a pedestrian scale.

7. Buildings with frontage along Pacific Blvd and Rt. 28 shall be constructed to a minimum of four stories or 50 feet.

III. FACADE TREATMENT

A. Narrative

Building façades frame a street. In so doing, they put shops and architectural elements directly adjacent to the pedestrian's path, and well within the street level cone of vision. As such, additional features and greater detailing of the façade should be provided at the street level for the interest and comfort of the pedestrian. In addition, buildings should provide a visual, and perhaps structural, framework for the orderly presentation of street level businesses and shops. This sense of rhythm will both modulate and syncopate pedestrian travel along the street, providing discrete visual fields of focus.

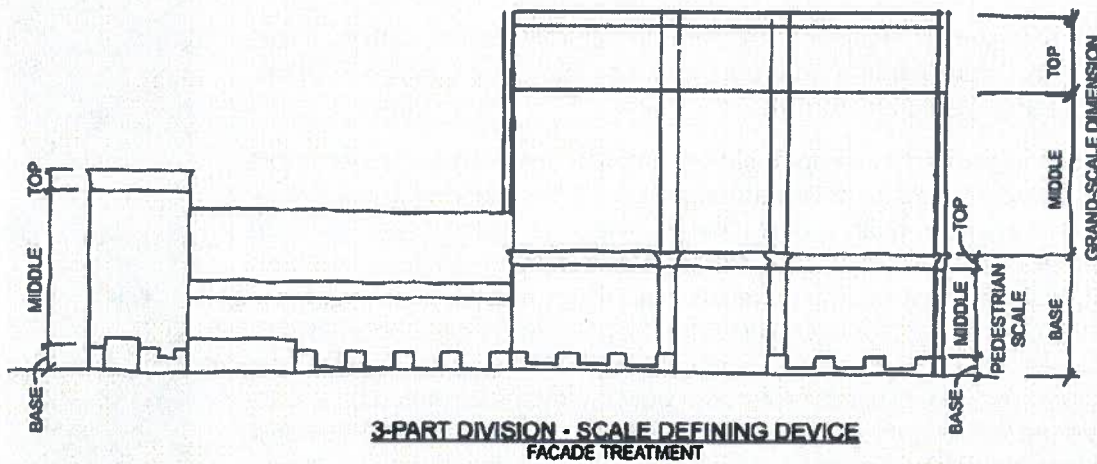
In general, if a street's built environment is to remain of interest to the pedestrian, architectural forms and features need to be bold enough and clear enough to make the whole building easily comprehensible. Within the close view the pedestrian has from the street, however, the provision of detail and the layering of its presentation is essential to invite repeated daily viewings from passersby.

These standards are not meant to eliminate contemporary building designs, like those with glazed façades that extend unbroken from the street to the sky above. What they do encourage, however, is the considered placement of such dramatic designs or other less articulated and detailed structures. Their placements should serve as accents to the urban field rather than become the field itself.



B. Standards

1. The ease with which a consistent human scale can be seen or sensed along the urban sidewalk will determine the comfort level and sense of security for the pedestrian at the street.
2. Provide designs that express a base, middle, and top. This provides a visual order to the building, particularly for high-rises. These simple divisions allow the pedestrian to understand the building scale in relation to himself/herself — a component of human comfort.
3. The expressed height of the base should be proportional to the overall height of the building. The vertical extent of the base lets the pedestrian understand the relative heights of the buildings along the street.
4. Horizontal projections (base, belt courses, frieze panels, cornices) and other linear elements should continue visually from one adjoining building to another. This will provide the greatest sense of enclosure and comfort to the pedestrian.
5. Linear bands need not align precisely; variation can occur — coursings can step up or down, projecting elements can be reversed, and even new lines can be added. Variations will occur, within the field of a single building or along the pan of a street block, though a sense of continuity should be maintained.
6. Provide façade treatments with the greatest amount of detail and refinement at the street. A variety of the following features should be incorporated into each building façade design:
 - Recesses or projections
 - Overhangs
 - Peaked or articulated roof forms
 - Raised corniced parapets
 - Fine architectural detailing at the building's grade level
 - Arcades
 - Arches
 - Canopies or porticos
 - Parapets over entryways
 - Display windows
 - Integrated landscaping, including the use of planters, and/or seating at recessed areas



The urban building façade should be visibly divided into three parts — a top, middle, and base. This ordering device allows the pedestrian to determine a sense of scale within his/her context. Studies have found that people feel more comfortable and less alienated in spaces from which they can measure its size and their place within it.

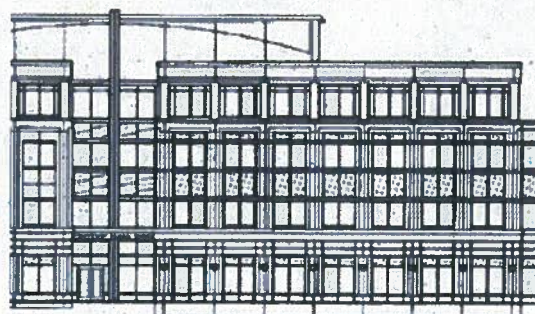
7. Facade design should vary along the street block, as opposed to presenting a single face for the block along all or great extents of the street. *Long, flat facades are discouraged.*
8. Building corners should address their street corners with principal entrances, chamfered or curved building corners, or other means that distinguish the building at the corner from the field of the building façade. Towers, turrets, bay windows, or other devices are encouraged as a means of articulating street corners. However, it is not the intention of the standards that every corner have a strong "attention-getting" device.
9. Building should have their principal pedestrian entrances along local streets rather than along collectors or arterials.



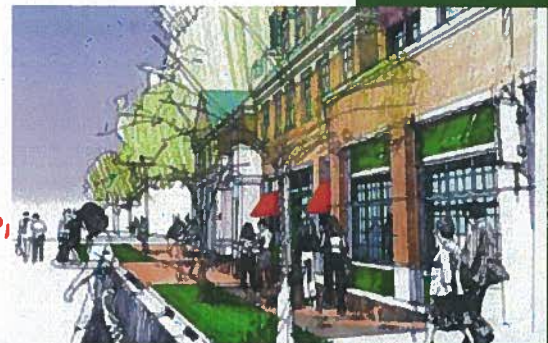
A three-part ordering of the building face is achieved at grade with the careful application of building finishes. Note: the greater sense of weight the darker finishes provide at the base.



A rhythm of vertical elements provides the viewer with a sense of scale.



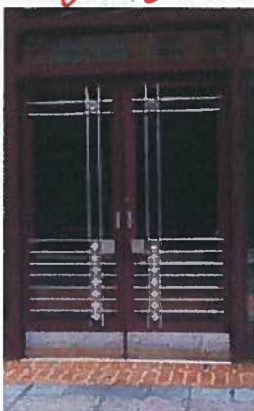
10. Design the exteriors of parking structures to visually integrate with their surroundings. Design parking structure façades so that the sloping floors of the interior ramp are hidden from view.
11. Dominant commercial exterior building materials (exposed to view on public rights-of-way) should be brick, natural stone, architectural metal (e.g. metals fabricated in a neat, clean, professional, and workmanlike manner). Fasteners should be concealed, unless they are expressive of an overall design concept. Additional dominant exterior materials may include architectural concrete (e.g. architectural pre-cast concrete, cast stone, or pre-cast concrete finished with an elastomeric coating system), glass, and cementitious siding (for some residential buildings). Secondary or accent exterior building materials should be anodized aluminum, stainless steel, copper, bronze, brass, or painted steel. Mortar and caulking colors should be compatible with the predominant material. Provide durable materials at the ground floor to ensure and maintain a high-quality built environment.
12. The maximum amount of glazing should be provided at the first and second levels to provide a sense of continuous human presence and of ongoing habitation and activity.
13. Integrate roof lines and articulate prominent roof tops. The tops of flat-roofed buildings should be visually articulated, with projections providing visual interest and shadow lines.
14. Rooftop equipment ^{will} ~~should~~ be screened or concealed from public view. Rooftop amenities, such as garden terraces, restaurants, or recreational courts and pools that also conceal mechanical and other equipment are encouraged. Rooftop equipment should be neatly organized, taking into account views onto the roof from the other adjacent structures. The roof should be considered as the "fifth façade."
15. All buildings shall be constructed in compliance with the current applicable codes regarding acoustical requirements.



16. All buildings shall be constructed with consistent architectural treatment, materials, and colors on all 4 sides.

17. Buildings with frontage along Pacific Blvd. & Rt. 28 shall be designed so that their front facade is oriented towards Pacific Blvd. & Rt. 28

3. Retail uses shall not be visible from Pacific Blvd., Rt. 28, and Gloucester Arkway.



An architectural detailing feature at grade.



Distinguish the corner from the building face. Note: also the distinctive transition line above the second floor.

IV. STOREFRONTS AND GRADE LEVEL SPACES

A. Statements of Intent

1. Provide the pedestrian with an inviting urban environment that encourages daily movement, evening activities, social gatherings at the street, and the viewing of shops and businesses.
2. Emphasize the importance of the pedestrian way by providing direct access and multiple primary entryways from the sidewalk to street level and at above-grade businesses.
3. Provide the pedestrian with a sense of safety and security along the full length of the street with transparent glass storefronts, particularly at the first two or three stories.

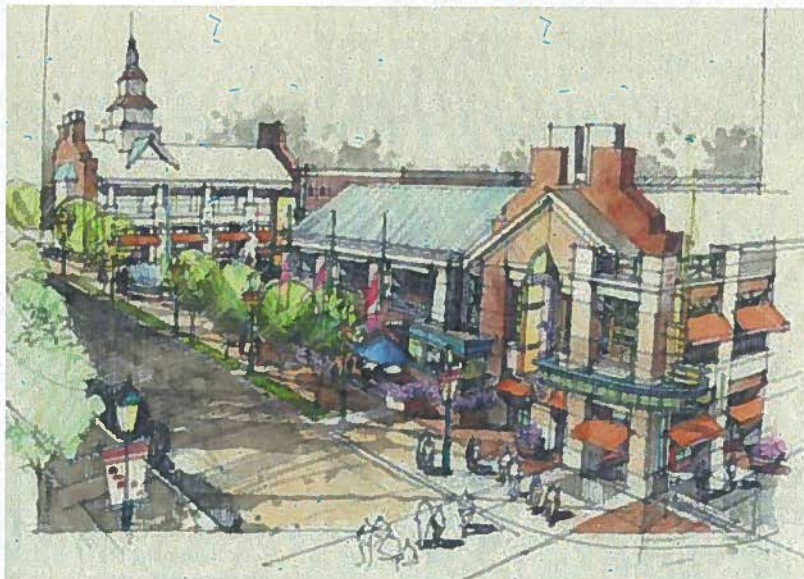
B. Narrative

Grade level businesses have a reciprocal relationship with pedestrians — each needs the other. Transparent storefronts and direct access at grade makes them both aware of each other's existence and also signals that there is a constant opportunity for meeting and exchange between the two. With transparency, communication is easy; without, products cannot be seen and spontaneous interest cannot develop. Ideally, glazing at the street forms a continuous rhythm of openings and entrances that maintain the interest of the pedestrian. When that transparent line becomes opaque, however, it should be of limited extent and designed to maintain a sense of rhythm.

When storefronts and grade level spaces provide opportunities for pedestrians to view interesting merchandise or to view daily commercial and business activity, the public will explore the street.

C. Standards

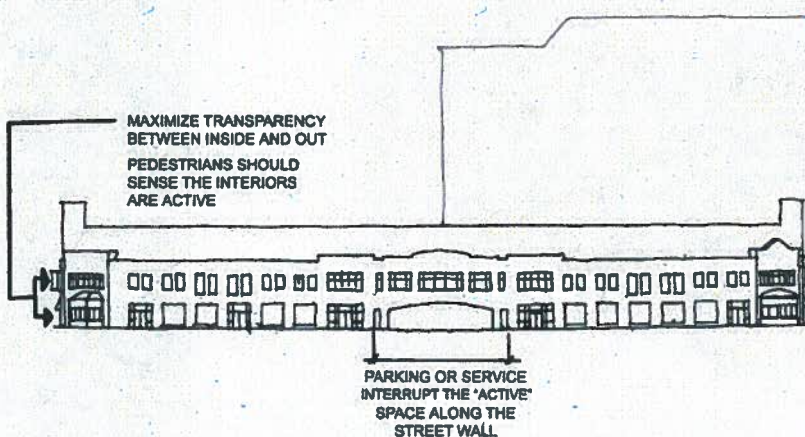
1. Customer entrances should be clearly defined and highly visible. Provide primary entry from the street into businesses at grade, and provide additional secondary entries into the building from the street where appropriate.



2. Portions of the storefront at the building line may be set back to further articulate grade level spaces and to provide opportunities for additional pedestrian amenities. Seats, landscaping, and other pedestrian conveniences must remain out of the clear movement zone of the sidewalk. Building setbacks offer possible locations for these amenities as well as for bicycle racks.
3. Provide a pattern of transparent glazing at both grade and second floor levels to increase visual communication between inside and outside and to increase the pedestrian's sense of safety. Consider integrating transparency into building entryways located near storefronts.
4. To the greatest extent possible, maintain glazing at the street level in an interesting visual pattern. Where it is broken, the interruption should contribute visually to the overall pattern.
5. Grade level businesses should provide loading and trash collection access ways placed between storefronts. However, trash collection, service, and loading areas should be, to the greatest extent possible, screened from public view. (See Section VII, Loading and Trash Collection Areas)
6. Grade level businesses and storefronts should provide features and pedestrian-oriented amenities at the street, such as display windows, awnings, etc.
7. The provisions of exterior lighting along the full length of the street at storefronts and grade level businesses is encouraged. Where lighting is provided, fixtures should be attached to the façade with the bottom of the fixture at no less than 8'-0" above the finished grade.



Building transparency is a "no pressure" way to welcome pedestrians into their business establishment.



Provide a maximum line of transparency at the street level. Keep opaque building walls to a minimum.

V. RESIDENTIAL BUILDINGS AND FRONTAGES

A. Statements of Intent

1. Residential uses are encouraged throughout Kincora. Building forms and facades that are both urban and residential are encouraged. Likewise, mixed-use residential buildings, with retail space below residential units, are encouraged.
2. Building frontages and entrances are encouraged to be ^{oriented towards} at or near the sidewalk ^{and the street}.
3. The use of intermediate spaces between the public and private realms, such as porches and balconies, is recommended.
4. Encourage design that provides the resident with a sense of privacy and the pedestrian with a sense of security resulting from visual oversight of the street by residents.

B. Narrative

Mixed-use developments

Urban centers require residents to bring them to life and then to keep them active on a 24-hour basis. The continuous use of the streets, shops, restaurants, walks, and bike trails by residents — and those who visit — creates a comfort and interest that attracts newcomers and assures return visitors. Nothing draws people to a place like an active community. Continuous use communicates that a place has already established itself as a safe environment, as well as one that invites repeated exploration and promises new features to discover.

The residential portions of Kincora should be designed to feel like a neighborhood that is safe and secure, yet has access to all the amenities and features an urban environment makes possible. Porches and balconies serve as "transition" elements between the private residences and the public street. Off-street parking, either in parking structures or hidden from view behind surrounding buildings, reinforce the pedestrian-oriented character of the street.

In addition, small landscaped plazas may be associated with principal entrances and corners where people can relax and observe in comfort and shade. All of these features reaffirm that residents belong in an urban environment, and that their homes can be inviting, safe, and comfortable, with an urban sensibility.

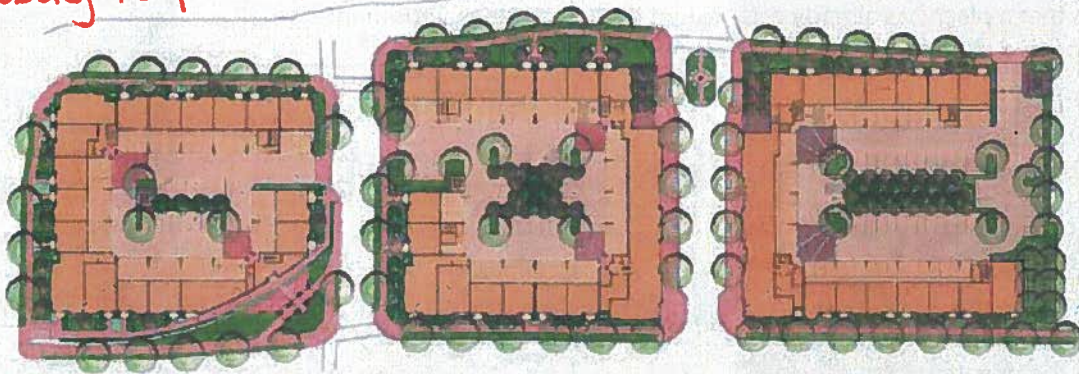


Minimize linear frontage of streetfront loading areas.

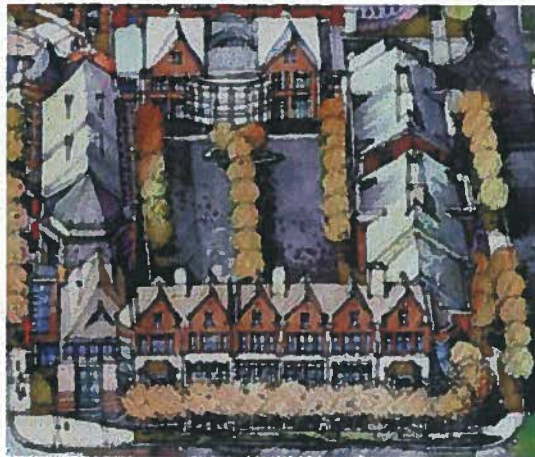
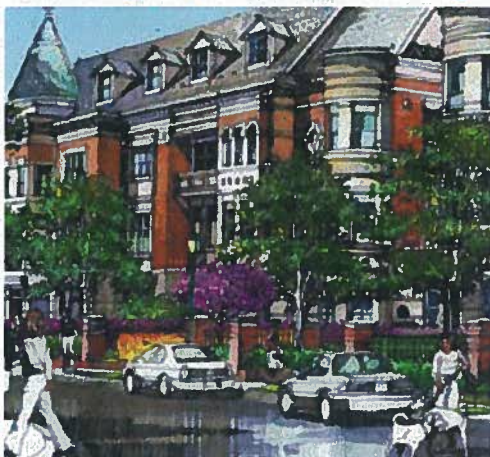
C. Standards

1. The design and scale of the architectural façade and the provision of its details and features, particularly at grade and second levels, should be residential. Provide a select combination of features, including porches, balconies, recessed entries, bay windows, trim and window detailing, brick patterning and belt courses, articulated corners, and cornice detailing.
2. Provide an ordered, human-scaled system of architectural elements on the building's face. Windows and doors should tend to align, and a sense of rhythm and pattern should be present.
3. Principal residential building entrances should be highlighted and made distinct from any adjoining store and business fronts.
4. Consider articulating or emphasizing building corners with quoins, medallions, patterned brick, or stonework.
5. Parking for residents may be made available in the parking courts enclosed by residential perimeter block apartment buildings, in the parking structures throughout Kincora, or as is available on the street.

of residential buildings with the exception of on street parking is prohibited.



With parking placed behind the buildings, the building front can again adjoin the sidewalk.



VI. CANOPIES AND AWNINGS

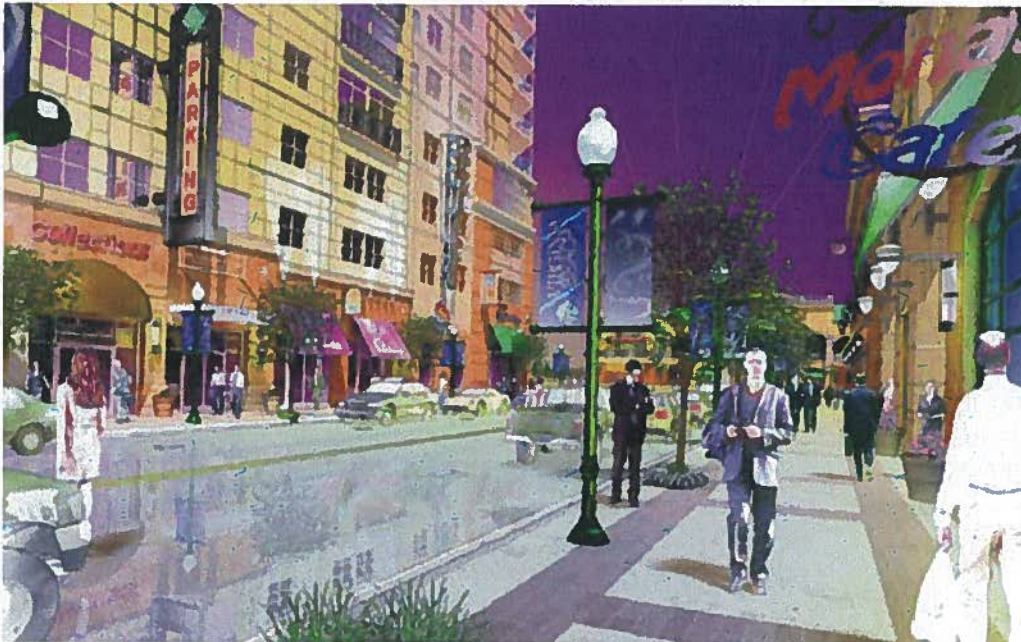
(Note: see Outdoor Dining Standards for additional information)

A. Statements of Intent

1. Protect the pedestrian from rain, wind, glare, direct sunlight, and reflections. Utilize systems that are multi-functional and multi-seasonal.
2. Incorporate architectural design elements in the street that serve as visual cues to the pedestrian about nearby shops and business services.
3. Ensure that awnings and canopies complement their architectural context and are appropriate for both the individual building and the entire street, while still providing establishments with the opportunity for individual expression.

B. Narrative

The architecture along the street frames the public domain, while its detailing acknowledges those who walk along its length. The optimal street environment allows continuous communication to occur between the inside and outside, and its detailing encourages such exchanges. Awnings and canopies are accents or exclamation points to architectural statements, and mark thresholds between inside and outside and the transition from public to private. They, therefore, should communicate on two levels: as a definer of the public realm, and as an expression of the establishment's individuality. They dramatize the context of the urban space, as well as, entice passerby into the shops and businesses they enhance. There should be opportunities for canopies and/or awnings to extend from the building façades to the curb line.



C. Standards

1. Weather protection features, such as awnings, canopies, porticos, and entry elements should be provided at building entrances. Canopies typically refer to elements extending perpendicular from a main building entry toward the street. Awnings typically refer to elements which extend over and shade storefront windows of commercial businesses. Awnings may also be used as decorative architectural features, such as in the mid-height floor windows of a hotel.
2. Canopies should frame entrances. Posts which support a canopy should not interfere with the clear movement zone of the sidewalk. Consider the design of other methods of structural support, such as cables or rods attached to the building and extend out to hold the canopy from above.
3. A series of awnings provided along an establishment's façade should maintain a consistent design.
4. Awnings may be located at grade and second level windows. The width of an awning would typically match the width of the building's opening for the window. Other locations for awnings may be considered, but are subject to review and approval.
5. Canopies and awnings should be of fire-resistant material, or of metal and/or glass treated to withstand oxidation, corrosion, and deterioration from airborne salts. Awning fabrics will vary, and the basis for selection should include color retention and durability.
6. Awnings can be of various forms and sizes, but should not extend more than 4'-0" from the face of the building and should not be lower than 8'-0" above finished grade.



Awning incorporated as a decorative element reinforcing the sense of entry.



A building canopy can serve as a visual amenity as well as shelter for building occupants and pedestrians.



Awnings provide protection from the elements and draw the attention of passersby to the establishment.

VII. FENCING AND RAILINGS (AND TEMPORARY BARRICADES)

A. Narrative

Fencing in urban contexts should work with the spatial definition of the street as well as complement the adjacent architecture. It can also be used to conceal service and loading areas as well as reduce the negative impact of noise and wind on an important open space. Fencing can also convey a sense of protection and privacy.

A railing should express the character of the architectural façade to which it is attached. Railings may be located at parapets, at balconies, or act as accents over fenestration. Metal railings should be appropriately protected from deterioration, with colors and finishes that complement the architectural façade. Railing design brings scale and detailing to the building's façade and establishes a finer visual amenity at the street level.

In Kincora, fencing may be of metal, masonry, a combination of both, or any other approved materials. Metal fencing design is developed through a selection of picket styles and their repetition between posts, as well as through the detailing of the posts and various connection points. Its overall height, the thickness of the pickets, and their regular spacing will convey its particular sense of enclosure.

The design of a masonry "fence," or screen wall, is articulated through the choice of its brick patterning and the coordination of its colors and textures. The location and emphasis of shadow lines can also be used as a design element when the placement of brick projections is considered.

Temporary barricades, on the other hand, are used at street entrances to allow only short-term alterations of its function as a vehicular passageway. They play no permanent role in the routine life of the street, but they are critical in allowing the community to periodically claim their public realm for certain special events or festive occasions.

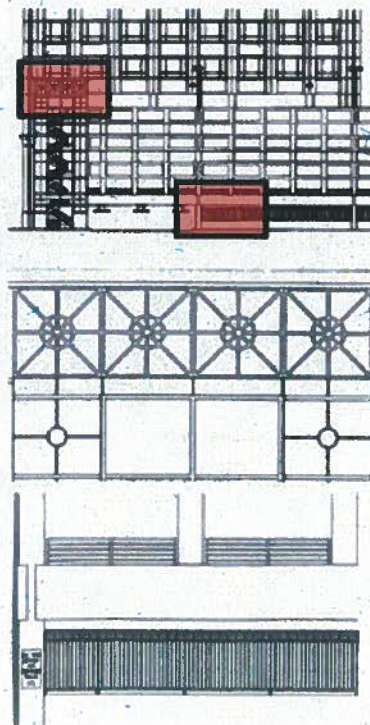
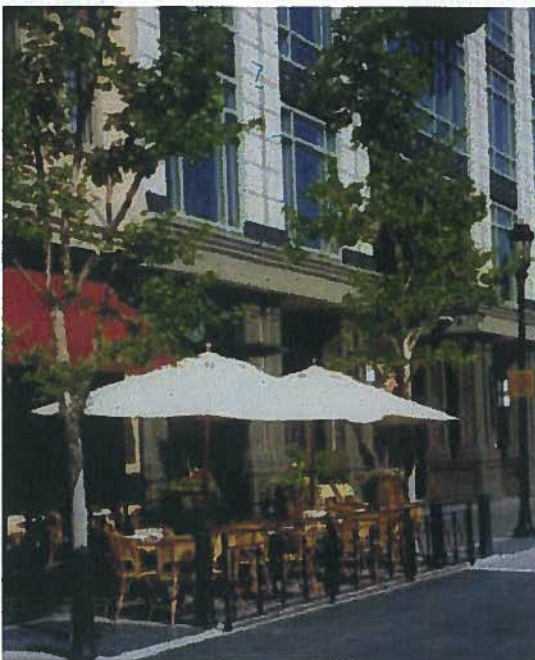


A strong railing design works well with the simple lines of the architectural façade.

B. Standards

1. Railing design is typically the manipulation of durable materials into new or traditional forms that are then applied as features of the architectural façade. When placed in succession along a length of a façade, they create a pattern. In Kincora, those forms and patterns may be innovative or traditional, as well as referential to the area's historical importance.
2. Railing design should be appropriate to the adjoining architecture. Thickness should be determined by the level of refinement desired in the design and the distance or height from which it will be viewed. For any continuous fencing, colors should be coordinated and complementary to their architectural context.
3. Exposed metal should be treated to withstand oxidation, corrosion, and deterioration from airborne salts in coastal environments. Fencing may be of metal, stone, masonry, or an approved combination thereof. Metals should be bronze, brass, stainless steel, steel painted of a color of colors which are compatible with finishes of adjacent buildings, or other approved materials.
4. Metal fencing and gates typically are made up of horizontal rails that attach to thicker metal posts. This basic framework provides an adequate structure that can then easily support a variety of picket designs and panels.
5. Fence posts may be one (1) to four (4) inches thick, of square or round tubing that is of a durable material. They are typically set in concrete footings. Fence rails may be ½" to 2" thick, of square or round tubing.
6. It should remain easy to reach all sides that require periodic paint or coating applications, mortar replacement, anchoring, inspection, and cleaning.
7. Drainage along the bases of metal fencing and screen walls should be provided so that unintended surface water does not collect behind these elements.

Decorative and functional railings at a parking structure. One acts as a cornice, the other secures grade level interior space.



VIII. LOADING AND TRASH COLLECTION AREAS

A. Statements of Intent

1. The visual screening of loading and trash collection will assist to maintain the street space as an environment for pedestrian comfort and safety.
2. ~~In intensely developed areas,~~ building service functions should be concealed from view, preferably with either internal truck docks or screened service courts. At a minimum, landscape shielding should conceal service areas from ~~major~~ views, while maintaining materials delivery and trash collection points as functional and accessible spaces.
3. Minimize curb cuts and service access points along building frontages.
4. Minimize the linear frontage of service areas along the street and maximize the amount of storefront space.

B. Narrative

Locating loading and trash collection areas within and/or along the block should be designed to maintain a high quality public realm for pedestrians in Kincora. Distributing the minimum number of service access areas around the perimeter of the block should help to maintain the building line as continuous and unbroken at the street. The less separated one store, one office, one entrance or glazed window is from another, the more continuous the pedestrian experience will be.

Where possible, internal docks are preferred. A single service area located within the block should be accessible to the commercial, retail, and residential tenants. Otherwise, loading and trash collection areas adjacent to multiple buildings should be provided to allow the best use of shared service facilities. The streetscape remains hospitable and the most efficient use is made of the building's total square footage.

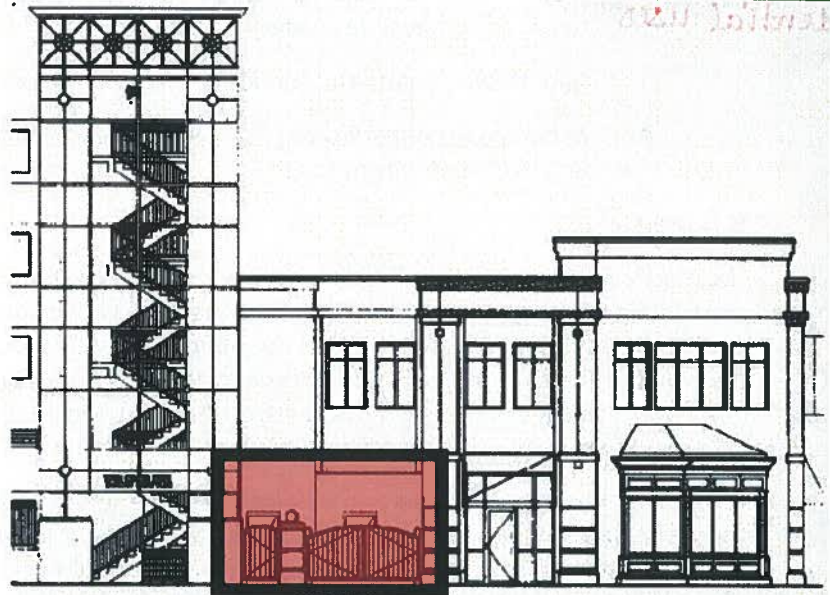
C. Standards

1. Building with Internal Docks
 - a. Conceal loading and trash collection areas within the building or within the interior of the block.
 - b. Disperse or consolidate service areas ~~as deemed best~~ to minimize service area frontage along the street. *Service area frontage*
 - c. Avoid or minimize service access into buildings from primary pedestrian streets within the district. Where exceptions must occur, provide screen walls or other devices to minimize the impact of the service court along the street.
 - d. Link internal service areas to each other with corridors and to the floors above with service elevators.
 - e. Provide recessed, automatic roll-up service door systems with unobtrusive materials or subdued, durable paint finishes on the exterior face. Metal surfaces should be coated or otherwise treated to withstand oxidation, corrosion, and other deterioration from airborne salts.
 - f. The loading and trash collection spaces within the building should be arranged so that no maneuvering directly incidental to entering or leaving a loading space will be on any ~~public~~ street, alley, or walkway.

- g. Each loading and trash collection space should have maneuvering areas with adequate and direct access to the street and adequate vertical clearance.
- h. Loading and trash collection areas and entrances should be provided and maintained with a concrete surface.
- i. Loading and service areas should be provided with drains and wash-down facilities.

2. SERVICE COURTS AND AREAS

- a. In areas with intense loading and trash collection requirements exposed to ~~public~~ ^{road} rights-of-way truck parking and loading, outdoor storage, trash compaction, and trash collection areas shall be screened by a combination of structures and ever-green landscaping to minimize visibility from adjacent streets and properties.
- b. Minimize the overall number of service areas by aggregating these functions into shared service courts, wherever possible.
- c. Screening structures shall be made of the same materials as the principal structures.



Fencing can be both functional and serve as a decorative architectural feature to the street.

Not a part of this application. Does not include any design standards, staff recommends removing.

~~JX. BASEBALL STADIUM~~

~~The 5,500-seat stadium proposed at Kincora will provide a wonderful setting for Loudoun County families to watch minor league baseball, as well as, hold a host of community activities, from high school and college baseball, lacrosse, and soccer to smaller venue concerts. The stadium will utilize the same high quality architectural design and building materials that will be consistent throughout the entire Kincora development.~~

~~The Kincora stadium site is located in the demographic center of the County's residential population. It will have excellent access to the proposed regional road network which the Kincora developers will complete. Furthermore, events at the Kincora stadium facility will take place during evenings and weekends outside of the peak rush hours.~~



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LANDSCAPE DESIGN STANDARDS

I. TREE AND PLANTING RECOMMENDATIONS

A. Introduction

Trees and plants serving as a buffer between the sidewalk and the street^{and} encourage regular pedestrian use of the sidewalk. The summer sun becomes less glaring with a leafy tree canopy, the vehicular traffic becomes less intrusive to the pedestrian with a buffer of green placed between them, and the environment becomes more appealing for a comfortable walk to a nearby destination.

A quick glance at the trees and plants lining a ~~village~~^{and} street reveals the variety of purposes they serve. Some act as buffers, keeping pedestrians at a safe distance from traffic. Others provide much desired shade on hot summer days. Still others frame points of interest along the streetscape, or call attention to a particular entrance to a building. Some may even provide a pleasant place to sit while enjoying a lunch from the neighborhood deli. In general, plants and trees enhance the street environment, reinforcing the public realm of the street as a place for the pedestrian, and as a place for social interaction ~~within a village setting~~.

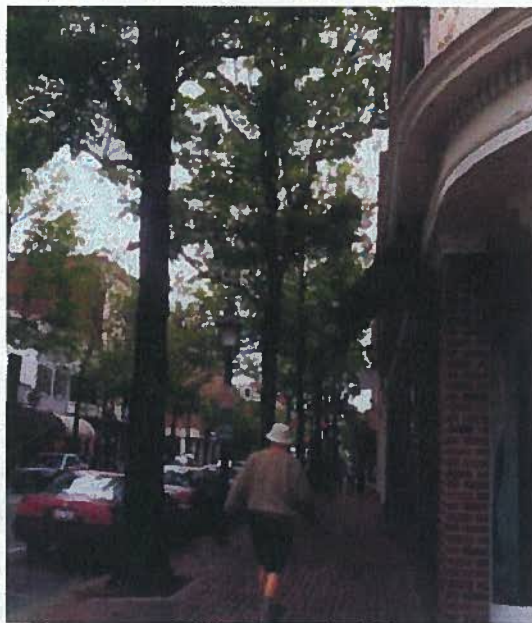
A well-planned ~~village~~^{and} landscape encourages individuals to walk rather than drive when traveling distances of a quarter-mile or less. Pocket parks linked by continuous street landscaping make the street feel more comfortable. Extended throughout and between districts, street landscaping allows pedestrians to feel that the sidewalk is a realm of the pedestrian.

B. Standards

1. Street trees and plants selected should be appropriate for the street conditions they are placed within. Consider whether or not trees and plants will be in shade or sun most of the day, or at what times of the day they will be impacted by direct sun or shadow. Consider varying tree types or strategies on north and south sides of the same street. Consider varying tree species per street or block to avoid widespread tree blight in the future.



Street trees add to the pedestrian comfort level.



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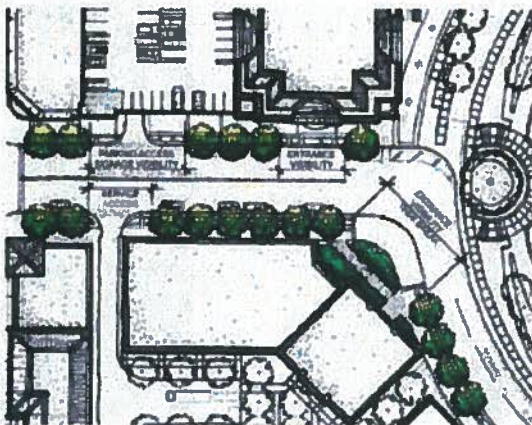
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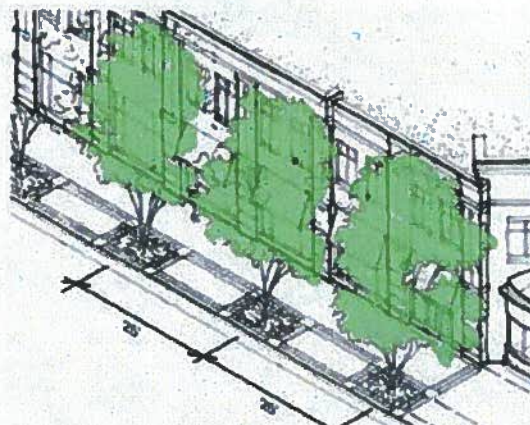
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2. In the street furniture zone of the sidewalk, provide trees spaced at regular intervals and centered in tree wells. The spacing should not be less than 25'-0" on center and not more than 40'-0" on center.
3. Coordinate alignment between trees on both sides of the street and maintain that alignment as much as possible. Street tree intervals may be interrupted by vehicular access ways, utility access locations, street furniture requirements, or the approved highlighting of special building signage or façade aspects.
4. Shrubs or other low plants may be used in place of street trees when tree canopies will block a view to a special building façade, architectural feature, sculpture, or signage. The alternative planting should be coordinated with the feature being highlighted.
5. Between street trees wells provide ground cover plants or shrubs that are capable of withstanding dry or drought conditions. Maintain ground cover year-round. Otherwise, the tree well becomes a depository for litter and degrades the appearance of the sidewalk and the adjacent businesses.
6. Soil conditions should be considered in the selection of tree well sizes. For more clay-based soils, a 5 foot x 8 foot or 5 foot x 6 foot tree well is recommended. In soil conditions more favorable to growth, tree well sizes may be reduced, but should not be less than 5 foot x 5 foot.
7. Tree grates should be limited to sidewalks where conditions contribute to a narrow clear movement zone. ADA compliant grates for such conditions shall be utilized. Grates should be installed on ledges so that a minimum of six (6) inches of air space is maintained between the bottom of the grate and the top of the graded soil in the tree well.



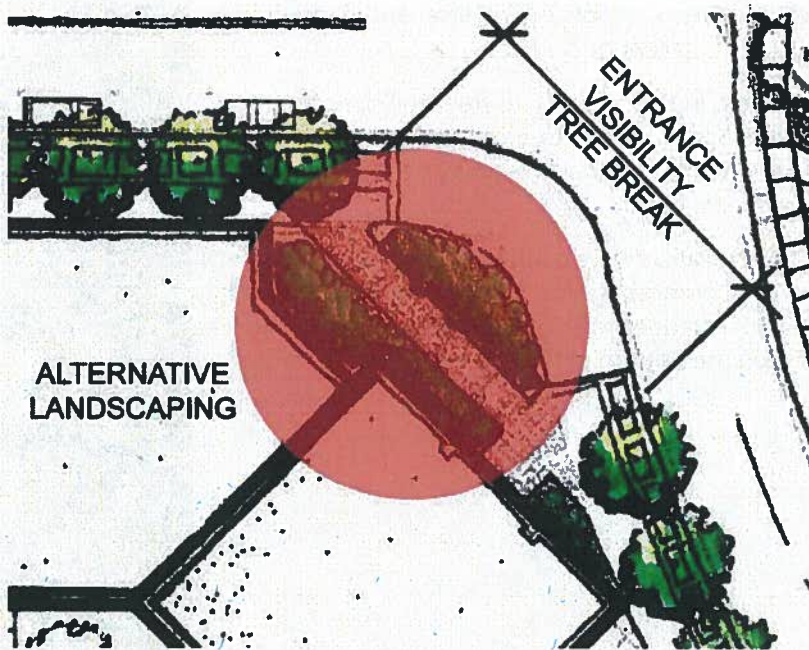
The line of street trees may need to be broken where parking access, critical signage, major hotel and theatre entrances, and arcades need to be seen from the street.



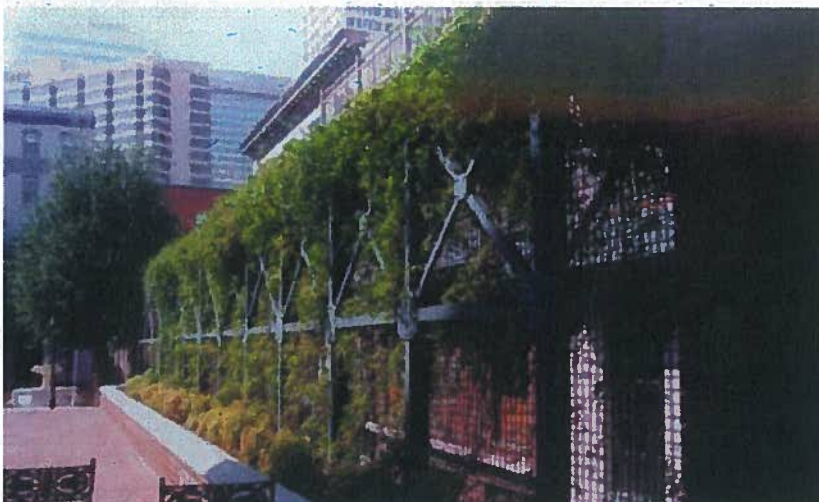
The preferred spacing of street trees is 25'-0" on center.

(Add to Standard #2 above.)

8. The caliper of a planted tree should be dictated by the size of the tree well and soil conditions. A tree with a caliper not greater than 2 ½" to 3" should be placed in a 5 foot x 5 foot tree wells due to the reduced area prepared for the tree root system. Trees with a caliper not greater than 3" to 3 ½" should be placed in 6 foot x 6 foot or 6 foot x 8 foot tree wells.
9. Ornamental trees should be planted no further than 12'-0" on center. They may be used to highlight special features of the ~~village~~ landscape. They may also be used to provide color and variety to the landscape. Ornamental tree usage at street intersections can supplement regular street tree planting on the roadways with medians, greens, roundabouts, and squares.
10. All utility lines, particularly lateral sanitary sewer lines, should be designed so they will not interfere with tree well locations.



Provide alternate landscaping to street trees to maintain a "green line" along the sidewalk.



Consider "plant walls" as an alternative to street trees.

II. ~~VILLAGE~~ PARK LANDSCAPING

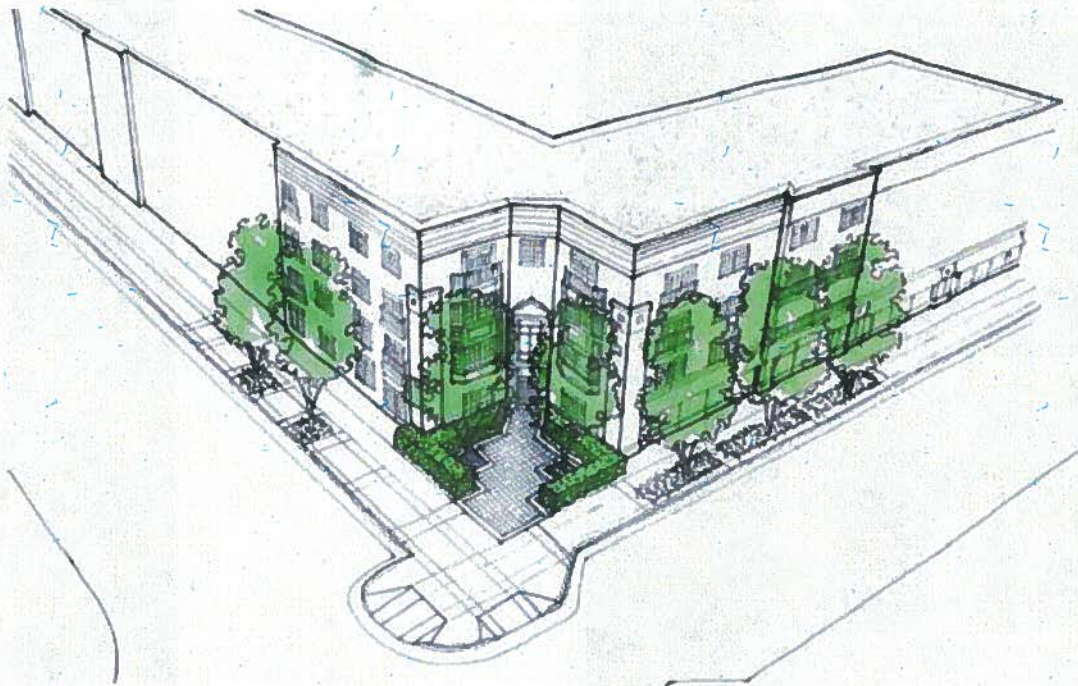
A. Narrative

~~Village~~ parks, plazas, and squares should provide Kincora with a variety of public gathering places. They should be linked by tree-lined pedestrian walkways and furnished with a range of seating types, water features, planting schemes, recreational opportunities, and attractive lighting. Parks, landscaped plazas, and squares should harmoniously blend the fabric of Kincora with nature and the public realm. They should be safe, comfortable, and interesting.

Landscape plazas should have numerous entrances and exits, be free of high hedges and walls, offer a variety of seating, and directional choices. They should provide opportunities for lavish flower and shrub beds, as well as provide for relaxation and neighborly conversations in a tree-shaded environment. Timely security checks and daily maintenance will assist in the creation of safe places for the community.

Open space should be provided to include such uses as community parks, picnic areas, a variety of passive recreation areas, pet parks, tot lots, and open lawns.

Need to add standards



Use plazas as landscaping opportunities to carry a comfortable environment through areas where street tree lines have been broken.

III. PLANTERS

A. Introduction

In a village environment, planters offer the opportunity for vegetation in spatially constricted areas. Planters bring an aesthetically pleasing element to the public realm and provide an village environment encouraging and inviting to pedestrian travel. Planters offer an opportunity to present vegetation together with architectural detailing. They both add character to, and unify the character of, the public realm, enlivening the village experience.

Planters are, in fact, a clear indication of the significance of pedestrian activity in village environments. They allow plants to act as sunscreens as well as wind buffers. They may serve to delineate special features within the streetscape such as entry points or small seating areas. They may also be used to provide privacy for outdoor diners, separating eating areas from travel paths.

Planters need to be selected for their association with a given context as well as their appropriateness for the plants they are intended to support. Plants and their containers need to be compatible, i.e., the container (and liner, if used) need to be of a construction, volume, form, and size to ensure the healthy life of the plant.

In summary, for planters to be a successful addition to the village context, they must work on three levels: they must complement the architectural context in form, detailing, color, and materials; they must be appropriate to the plants they will contain; and they must be properly maintained for their continued enhancement of the public realm.



Landscaping plants, and planters should work with the architecture.

B. Standards

1. Planters, or the plants they contain, ^{shall} ~~should~~ not extend into the clear movement zone of the sidewalk. See the streetscape standards for clear movement zone widths.
2. Planter locations should coordinate with other functions at the sidewalk, pedestrian way, public plaza, and setback areas along building frontages. Planters outside the sidewalk's street furniture zone should be encouraged at the following locations in the public realm: storefronts, perimeter railings of outdoor cafés and dining areas, plazas, and building entrances.
3. Container or planter gardens may be utilized in outdoor cafés to define their outer boundaries, to soften the "feel" of the space, and to provide visual interest and enjoyment for the cafés' patrons as well as passersby.
4. Planter design, material, and construction should be appropriate for the plants they contain and sustain the plant for its expected life. Planters should provide for adequate drainage, and conversely, be able to retain adequate water amounts, depending on the requirements of the plant.
5. Planter design, materials, size, and form should complement their contexts and be of a scale appropriate to their environment. Planter shells or outer decorative covers should be stone, freeze-proof clay, decorative finished concrete, metal, select woods, or an appropriate combinations thereof.



Shade, beauty, presentation — landscaping should be both functional and aesthetic.

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6. Recommended select woods are teak, cedar, and ipe. They are to be stained, oiled, and/or clear-coated and are to be maintained with periodic refinishing. Painting of selected or approved wood for planters might also be considered.
7. Planters that are plastic or obviously plastic in nature are discouraged. Planters of composite materials may be appropriate to the village environment.
8. The establishment owning and providing the plants and planters shall be responsible for the well maintained appearance and proper maintenance of the planters and the plants they contain. The owner should ensure plants and planters do not obstruct the clearance required in the clear movement zone of the sidewalk.



Planters enhance the presentation of an outdoor café and soften the line of the railing.



Planters should complement the building façade they adjoin in both color and finish materials.

Include in design standards

*This section not reviewed for consistency with the Revised General Plan.
Please note that signage will need to be consistent
with Section 5-1200 of the Zoning Ordinance.*

SIGNAGE DESIGN STANDARDS

I. ENVIRONMENTAL SIGNAGE

A. Gateway Identification Sign

Gateways highlight the destinations. They mark the point at which a transition takes place. An ordering of gateways will direct the traveler to central or peripheral entrances and may, as well, indicate the proximity to a destination. These portals are a visitor's first and last reference to a site. As such, they should be both memorable and complementary to Kincora.

The gateways of Kincora mark its bounds. They indicate a place of unique character, and should maintain design elements common to the character of the urban center itself.

Four types of gateways are to be used along the roadways encompassing Kincora. They correspond to the scale of the street and distance from the site. The gateway types are:

- Collector Gateway Markers
- Community Entry Signage
- Pedestrian Way-Finding Signs
- Public Event/Festival Banners

These signage types should be designed such that less articulation and greater monumentality should be evident for the gateways along connector and arterial routes. Yet, for elements located at the principal entrances into the individual zones of Kincora itself, greater articulation and detail with more consideration for the pedestrian scale and the context of the street should be provided.

1. Collector Gateway Markers

Identifiable gateway elements will be provided at the main entries to Kincora. The signs are to be sized appropriately for legibility of vehicular traffic at posted speeds and distance from the roadway to ensure safe passage for pedestrians as well as vehicles at these transitions. These community signage entries will be lit to ensure visibility during nighttime hours.

2. Community Entry Signage

Masonry entry monuments may be provided at certain key access points to the individual districts of Kincora. These will be smaller scaled feature elements similar to the collector gateway signs.

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3. Pedestrian Way-Finding Signage

In addition to signage elements oriented toward vehicular traffic, additional signage elements for pedestrian orientation and public celebration are also encouraged.

a. Pedestrian Way-Finding Signs

These are text-based signs used to guide pedestrians along travel routes to particular destinations. They should be located along designated street routes in the street furniture zone of the sidewalk. In green spaces, they should be located along pathways. They are encouraged to be provided at regular intervals and at significant changes in the direction of travel.

b. Area Directories

These are simplified maps, or graphic diagrams, with accompanying text used to orient the pedestrian. These elements are generally located within the street furniture zone of the sidewalk. They are encouraged to be in public plazas and at the entry points to parking areas/structures and, possibly, at transit stops and significant street intersections.

Area directories should be sized as appropriate for the scale and context of their proposed location. Lighting, whether overhead or internal, should be considered, and a "you are here" indicator should be incorporated to orient the viewer. They should be designed to the pedestrian scale and be ADA compliant.

4. Public Event/Festival Banners

Public event and festival banners are signs that provide information on upcoming public events or privately-sponsored festivals approved by the County. Such events may overlap onto portions of the right-of-way. Approved banners may be proposed for location on either public or private property as permitted by the County for display to the public. Banners are typically constructed of treated cloth, canvas, or fabric. Other light materials that are appropriate for exterior applications may also be used. Approved banners are to be installed and removed within set time periods established by the County.

Not a permitted
sign type within
the Zoning Ordinance

Not permitted
if viewed from
the public
right-of-way

Banners may be:

- On building facades
- Suspended from gateways as approved by the County, in private or public plazas on structural posts
- Temporary or permanent, erected specifically for the display of the public event/festival banner
- Within the space of the sidewalk, plaza, or other pedestrian areas, the bottom of the banner should be at least 8'-0" above the pedestrian way
- Within the space of the street, the bottom of the banner should meet the practical height requirements



Banners should draw attention to "place" as well as to its various events.

II. COMMERCIAL SIGNAGE

A. Statement of Intent

The intent of these standards is to ensure that the signage throughout Kincora is of an appropriate size and scale to its location on the individual buildings and serves to create a pleasant and harmonious environment. It is also the intent of these standards to provide order and to avoid visual clutter in the area by requiring consistency in the placement and arrangement of various types of signage.

Signage can either disrupt or reinforce a district's character. Erratic placements, uncoordinated colors, unsuitable shapes and sizes, and lighting that is too brilliant or intense for the context — all these and more can impair the cohesion underlying the urban context. However, coordinated signage can make an area understandable and easy to maneuver through. Clarity also strengthens a district's identity.

Signage has hierarchies vertically and horizontally on a building's face. Generally the higher a sign goes on a building's façade, the more monumental in scale it becomes. Signage must be exact in size, shape, lighting, color, and placement. The lower or closer to the street level, the more pedestrian in scale a sign becomes. Between these two points, signage may exist as the design of a building's façade permits. The following standards clarify what types of signage may exist where and what parameters each type must follow. The basic building classifications of high-rise (greater than 75'-0"), mid-rise (between 35'-0" to 75'-0"), and low-rise (less than 35'-0") serve as the basis for the signage criteria and allotments.

B. Definitions

A-Frame Sign: A sign which, typically, folds open to be self-supporting, and which is typically placed along a pathway to serve as a form of advertisement.

Awning Sign: A sign painted on, printed on, or attached flat against the surface of a shelter projecting from, and supported by, the exterior wall of a building constructed of nonrigid material on a supporting framework. (Illustration on page 87)

Blade Sign: A sign physically inscribed upon, or attached to, a panel which is suspended from, or supported on, brackets running perpendicular to the face of the building to which they are attached. (Illustration on page 87)

Box Sign: A three-dimensional container with four sides perpendicular to the base and with a face plate that displays the names, marks, emblems, logos, or other characters.

Building Frontage: The length or width of each side of a building which side either faces a right-of-way or provides public access into the building.

Building Identification Sign: A sign, the purpose of which is to identify, name, or provide other form of distinction to a particular building, though not to an owner or tenant of the building.

Building Sign: A sign physically inscribed upon, affixed to, or supported by a building including, without limitation, awning signs, nameplate signs, and wall signs, but excluding window signs. A sign painted on, or attached to and erected parallel to, the face of an outside wall of a building, and not projecting more than 18 inches from the wall.

Commercial/Office Directories: A non-advertising sign, attached to a wall, that lists the building occupants. No directory shall be greater than 16 square feet in depth.

Marquee: Any permanent roof-like structure projecting beyond a building or extending along and projecting beyond the wall of the building, generally designed and constructed to provide protection from the weather. No electronic message boards are permitted.

Name Plate: Professional name plates and signs denoting the name and perhaps address of

the occupants of the premises. Such signs shall also include farm or estate identification signs and signs used by churches, synagogues or civic organizations.

Projecting Sign: A sign attached to a structure wall and extending outward from the wall more than 12 inches.

Sign: Any fabricated sign or outdoor display structure consisting of any letter, figure, character, mark, oint, plane, marquee sign, design, poster, pictorial, pictures, stroke, stripe, line, trade-mark, reading matter or illuminating device, which is constructed, attached, erected, fastened, or manufactured in any manner so that the same shall be used for the attraction of the public to any place, subject, person, firm, corporation, public performance, article, machine or merchandise, and displayed in any manner out of doors for recognized advertising purposes. No electronic message boards are permitted. (Source: Uniform Statewide Building Code §3102.2)

Wall Sign: Any sign attached parallel to, but within six inches of, a wall, painted on the wall surface, or erected and confined within the limits of an outside wall of any building or structure, which is supported by such wall or building, and which displays only one sign surface.

Window Sign: A sign which is (1) physically affixed to a building window or (2) legible from any right-of-way through a building window, and within 4'-0" of the plane of the window. No window sign shall be greater than 10% of the window area. (Illustrations on page 86)

C. Prohibited Signs

1. **Discontinued Business Signs** — Any sign which advertises or publicizes any activity, business, product or service no longer produced or conducted on the premises upon which the sign is located.
2. **Permanent High Intesity Signs** — Signs which contain or consist of flags, pennants, ribbons, streamers, spinners, strings of light bulbs, flashing lights, or other similar moving devices, ~~with the exception of special event signs or decorations approved by the Administrator pursuant to the Temporary Use Regulations.~~ These devices, when not part of any sign are similarly prohibited.
3. **Snipe Signs** — Snipe signs or signs attached to trees, telephone poles, public benches, street lights or placed on any public property ~~or~~ right-of-way.
4. **Signs Resembling Official Signs and Signals** — Signs imitating or resembling official traffic or government signs or signals.
5. **Signs on Vehicles** — Signs placed on vehicles or trailers which are parked or located for the primary purpose of displaying such sign. This does not apply to allowed temporary signs or to signs or lettering on buses, taxis or vehicles operating during the normal course of business.
6. **Illegal activities** — signs advertising activities which are illegal under state, or county laws or regulations.
7. **Off premise signs** — unless specifically authorized by this sections.

D. General Building Signage Criteria

1. High-Rise Buildings (buildings greater than 75'-0" in height, measured above grade plane)
 - a. Building Identification Signage (adjacent to entry locations) (Illustrations on page ~~80~~⁶³)
 - I. A maximum of one (1) sign is permitted per public entry door location.
 - II. The permitted sign may be located adjacent to the public entry door location, between 2'-0" and 8'-0" above the finished floor.
 - III. The permitted sign may be located directly above the public entry door location, between 8'-0" and 15'-0" above the finished floor.
 - IV. For residentail buildings, a maximum of one (1) sign per public entry door location shall be permitted.
 - b. Commercial Directories (adjacent to entry locations)
 - I. A maximum of one (1) directory sign is permitted per public entry door location.
 - II. The permitted signs may be located directly adjacent to the public entry door location, between 2'-0" and 8'-0" above the finished floor.
 - III. For residential buildings, a maximum of one (1) sign per public entry door location shall be permitted.
 - c. Major Tenant Signage (atop building)
 - I. A maximum of four (4) signs are permitted on each building.
 - d. Second Floor Tenant Signage (at lower 2 floors of building)
 - I. See Signage Standards for Low-Rise Buildings.
 - e. First Floor Tenant Signage (at lower 2 floors of building)
 - I. See Signage Stardards for Low-Rise Buildings.
2. Mid-Rise Buildings (buildings between 35'-0" and 75'-0" in height, measured above grade plane)
 - a. Building Identification Signage (adjacent to entry locations) (Illustrations on page ~~80~~⁶³)
 - I. A maximum of one (1) sign is permitted at each public entry door location.
 - II. The permitted sign may be located adjacent to the public entry door location, between 2'-0" and 8'-0" above the finished floor.
 - III. The permitted sign may be located directly above the public entry door location, between 8'-0" and 15'-0" above the finished floor.
 - IV. For residentail bulidings, a maximum of one (1) sign per public entry door location shall be permitted.

- b. Commercial Directories (adjacent to entry locations) (Illustration on page ~~81~~ **64**)
- I. A maximum of one (1) directory is permitted per public entry door location.
 - II. The permitted signs may be located directly adjacent to the public entry door location, between 2'-0" and 8'-0" above finished floor.
 - III. For residential buildings, a maximum of one (1) sign per public entry door location shall be permitted.
- c. Major Tenant Signage (atop building) (Illustrations on page ~~82~~ **65**)
- I. A maximum of four (4) signs are permitted on each building.
 - II. A major tenant sign may be located at the top floor of the building or on top of the building.
- d. Marquee Signage
- I. Two (2) marquee signs are allowed per theater/conference center.
 - II. The permitted sign shall maintain a minimum clearance of at least 10'-0" over the sidewalk.
 - III. No marquee sign may be closer than 2'-0", measured in horizontal distance, from the curb line of any street.
 - IV. The sign shall be located at a public entrance to the building.
- e. Parking Structure Signage (Illustrations on page ~~83~~ **66**)
- I. Major Building Signage
 - i. A maximum of four (4) major building signs shall be permitted on each building.
 - ii. The major building sign shall be located at the top floor of the building or on top of the building.
 - II. Building Identification Signage (at vehicular entry locations)
 - i. A maximum of one (1) sign is permitted at each public entry location.
 - ii. The permitted sign shall be located directly above the vehicular entry location(s).
 - III. Building Identification Signage (at pedestrian entry locations)
 - i. Maximum of one (1) sign is permitted at each public entry location.
 - ii. The permitted sign may be located adjacent to the entry location, between 2'-0" and 8'-0" above the finished floor, or directly above the public entry location, between 8'-0" and 15'-0" above the finished floor.
- f. Second Floor Tenant Signage (at lower 2 floors of building)

- I. See Signage Standards for Low-Rise Buildings
- g. First Floor Tenant Signage (at lower 2 floors of building)
 - I. See Signage Standards for Low-Rise Buildings
- 3. Low-Rise Buildings (Buildings less than 35'-0" in height, measured above grade plane)

(Note: No commercial or first floor tenant signage shall be permitted to project above the level of a residential floor)

 - a. Building Identification Signage (Illustrations on page ⁶³80)
 - I. A maximum of one (1) building identification sign is permitted per public lobby entrance
 - b. Commercial Directories (Illustrations on page ⁶⁴81)
 - I. A maximum of one (1) directory sign is permitted per public lobby entrance.
 - II. The permitted sign may be located adjacent to the entry doors, between 2'-0" and 8'-0" above the finished floor.
 - c. Major Tenant Signage (atop building)
 - I. A major tenant sign shall be located at the top floor of the building.
 - d. Marquee Signs
 - I. Two (2) marquee signs allowed per theater/conference center.
 - II. A maximum of one (1) marquee sign shall be permitted per building face.
 - III. The permitted sign shall maintain a minimum clearance of at least 10'-0" over a sidewalk.
 - IV. No marquee sign may be closer than 2'-0", measured in horizontal distance, from the curb line of any street.
 - V. The sign shall be located at a public entrance to the building.
 - e. Second Floor Tenant Signage (Illustrations on page ⁶⁷84)
 - I. Commercial Directory Signage
 - i. Second floor tenants are permitted to have identification on the building commercial directories.
 - ii. The permitted identification shall be in conformance with the character of the directory.
 - f. First Floor Tenant Signage (Illustrations on page ⁶⁸85)

(Note: Names, marks, emblems, or logos less than two [2] square feet in area shall not be counted against the allotment of permitted signs)

 - I. First floor tenants are permitted three (3) signs.
 - II. Corner signage which establishes a visual presentation to both streets shall be counted as two (2) signs. Corner signs are only available for tenants that are leasing corner spaces.

- III. First floor tenants may select from the following sign types:
major tenant signage, typical first floor tenant storefront signage, window signage, awning signage, and blade signage.
- g. Major Tenant Signage (atop building on 1 and 2 story buildings, or between second floor window heads and third floor window sills, or on top, on taller buildings)
- h. Typical First Floor Tenant Storefront Signage (above tenant entry doors yet beneath the second floor window sill)
 - I. Typical storefront signage shall be located in the signage panel provided above the first floor window head and below the second floor window sill.
- i. Window Signage (Illustrations on page ⁶⁹~~86~~)
 - I. A window sign is any sign, emblem, or logo which is affixed to the storefront or suspended within 4'-0" of the front plane of the storefront.
 - II. Window signage may be located anywhere within the fenestration opening.
- j. Awning Signage (Illustrations on page ⁷⁰~~87~~)
 - I. Awnings shall not be permitted to cover any portion of upper floor windows.
 - II. The minimum height on an awning sign above the sidewalk shall be 7'-6".
- k. Blade Signage (Illustrations on page ⁷¹~~88~~)
 - I. The maximum size of any blade signage shall be 10 square feet.
 - II. A blade sign shall be mounted such that the bottom edge of the sign, or supporting element, is no lower than 8'-0", and the top edge of the sign, or supporting element, is no higher than 14'-0" above the finished floor.
 - III. Blade signs shall not project more than 5'-0" from the face of the building.
- l. Eating/Drinking Establishments Menu Display Signs (Illustrations on page ⁷²~~89~~)
 - I. A maximum of one (1) menu display sign is permitted per eating/drinking establishment.
 - II. The maximum size of any sign shall be 4 square feet.
 - III. The sign shall be orderly displayed, and compatible with the overall design of the establishment.

E. Real Estate Signs

1. Undeveloped Sites

- a. One (1) free-standing sign shall be permitted on undeveloped sites.
- b. The permitted sign shall be no more than 64 square feet in area.
- c. The permitted sign shall be no more than 16'-0" in height.
- d. No more than one (1) sign shall be permitted per site.

2. Developed Properties

(Note: Real estate signs for individual residential units are not permitted in any location)

- a. Only one (1) sign shall be permitted per lease unit (existing demised area) for commercial and retail property; and one (1) sign per each on-site leasing office for each residential property or complex.
- b. The permitted sign shall be removed immediately upon signing of a lease or purchase agreement for the advertised space or property.



KINCORA

DESIGN STANDARDS

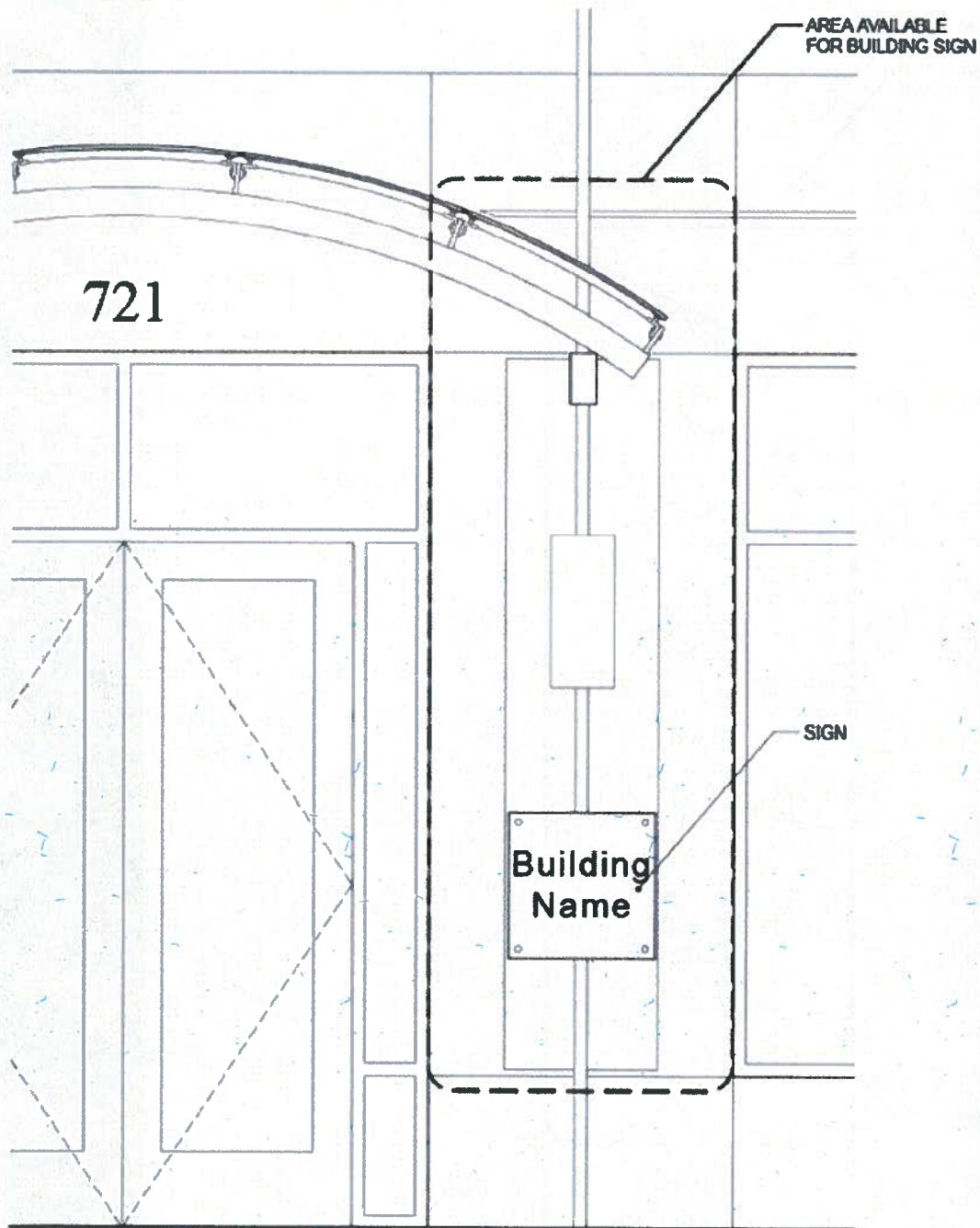
SIGNAGE
DESIGN STANDARDS

JUNE 2009

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III. SIGNAGE EXHIBITS

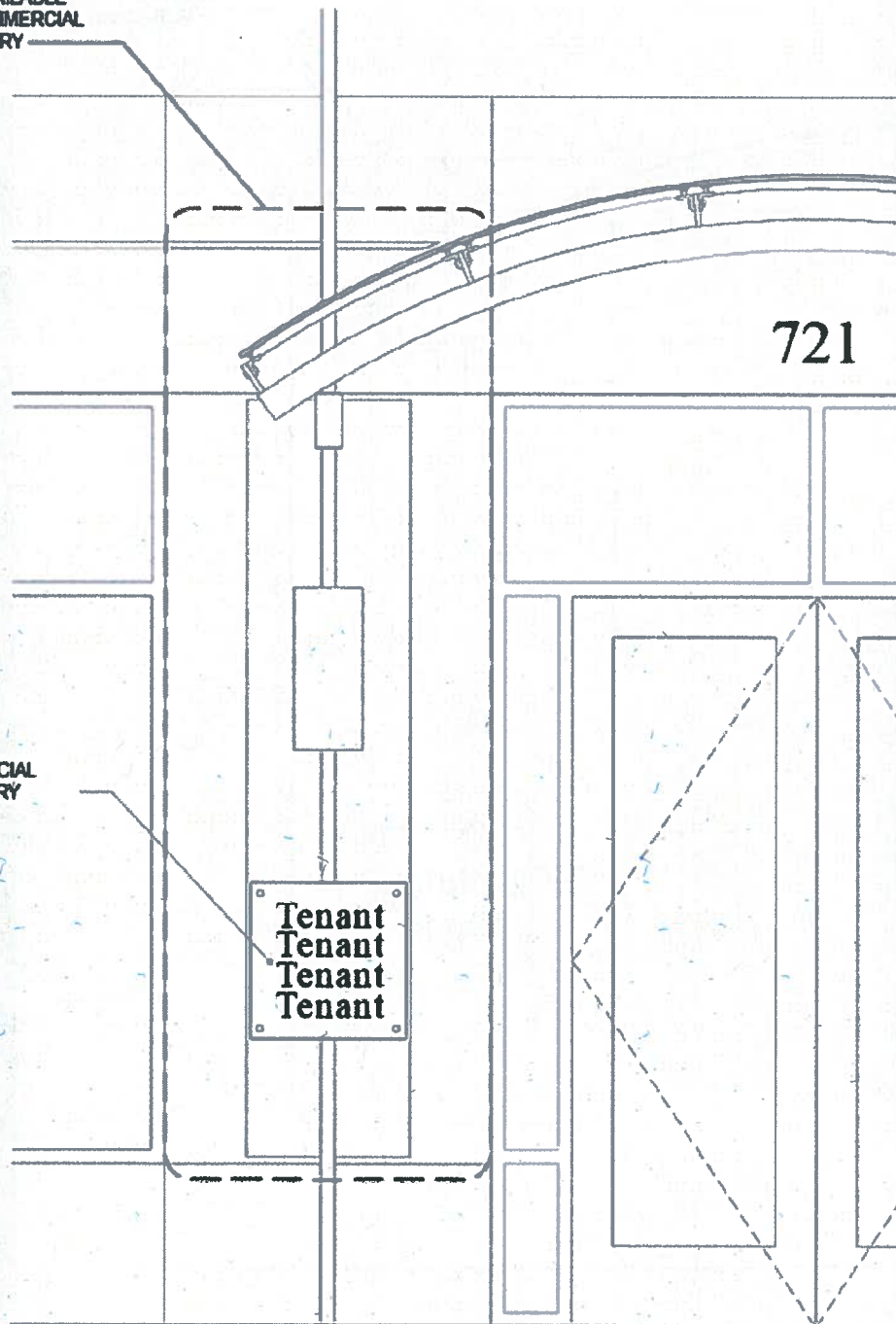
BUILDING IDENTIFICATION SIGN



COMMERCIAL DIRECTORY

AREA AVAILABLE
FOR COMMERCIAL
DIRECTORY

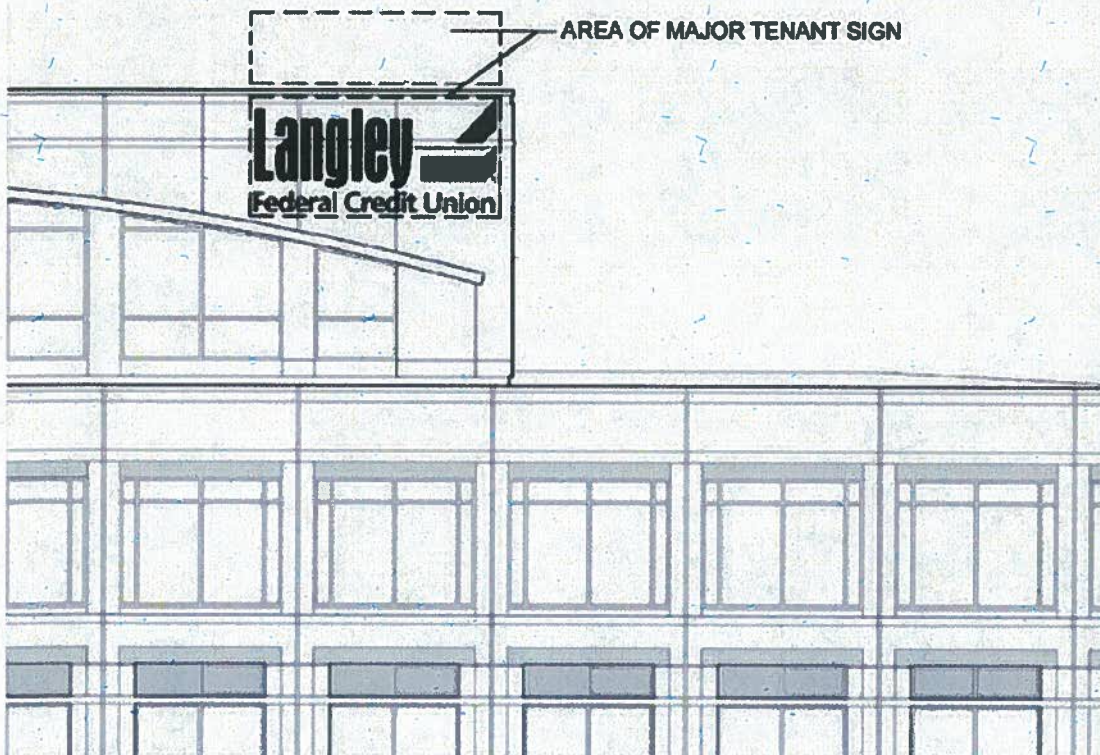
COMMERCIAL
DIRECTORY



SIGNAGE
DESIGN STANDARDS

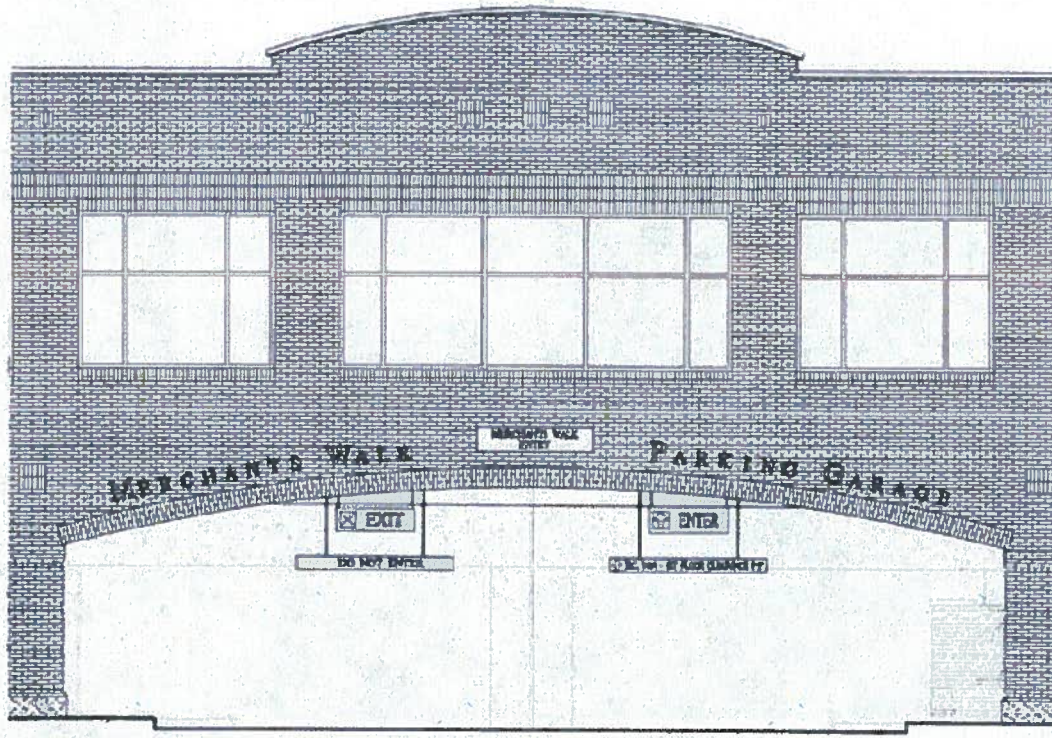
JUNE 2009
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MID-RISE BUILDING
MAJOR TENANT SIGNAGE



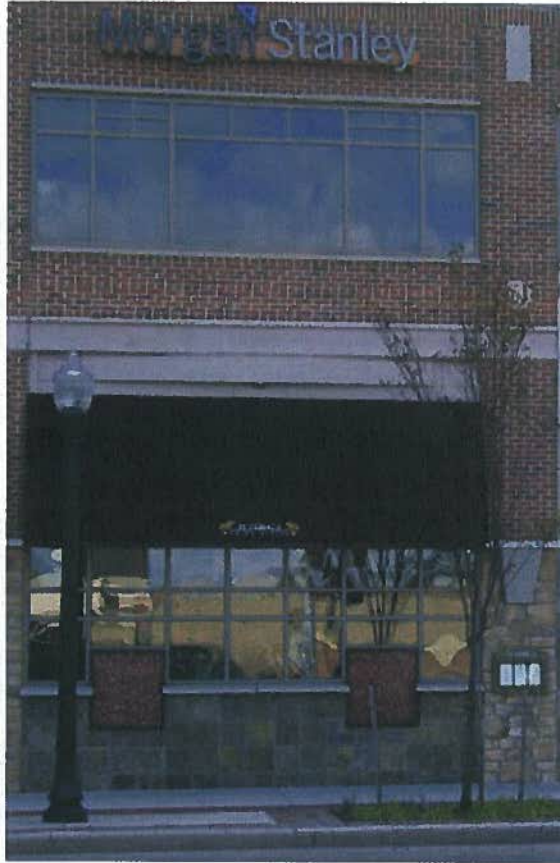
PARKING STRUCTURE SIGNAGE

MAJOR BUILDING SIGNAGE/BUILDING IDENTIFICATION SIGNAGE

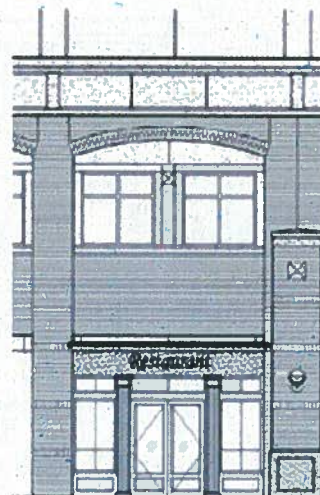
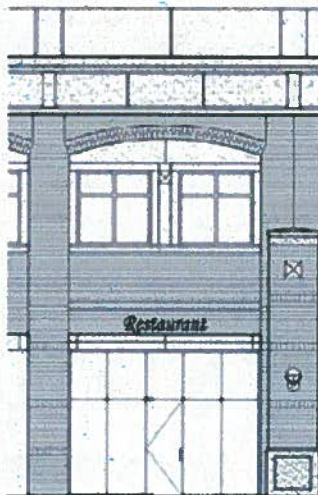


MAJOR TENANT SIGNAGE

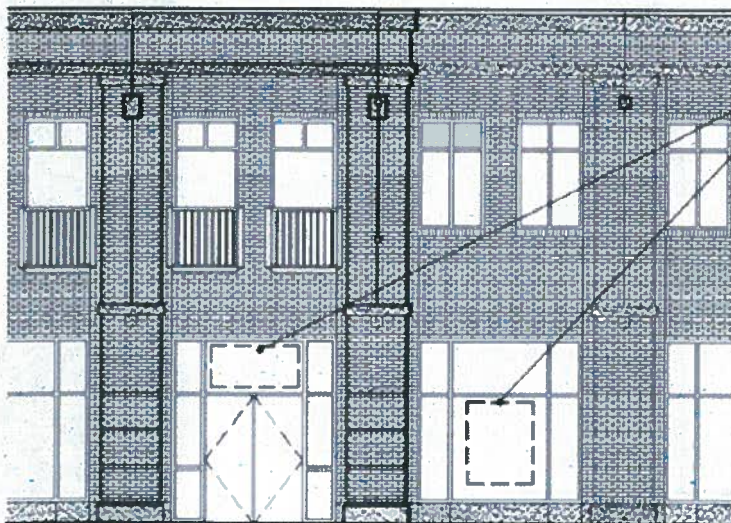
SECOND FLOOR TENANT



TYPICAL FIRST FLOOR TENANT STOREFRONT

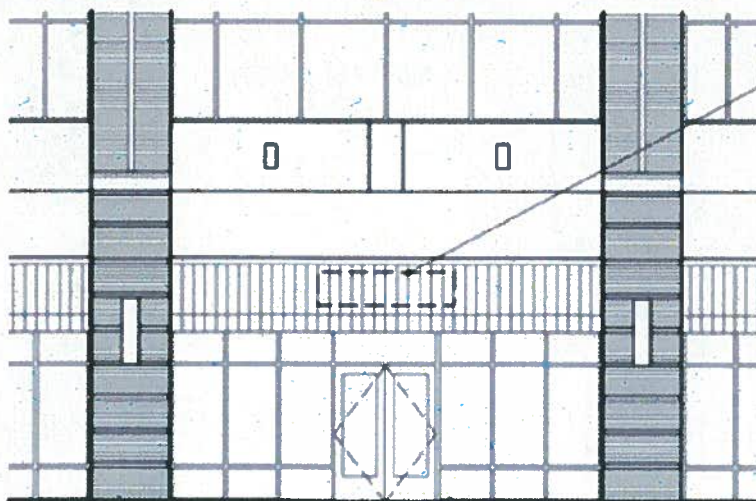


WINDOW SIGNAGE



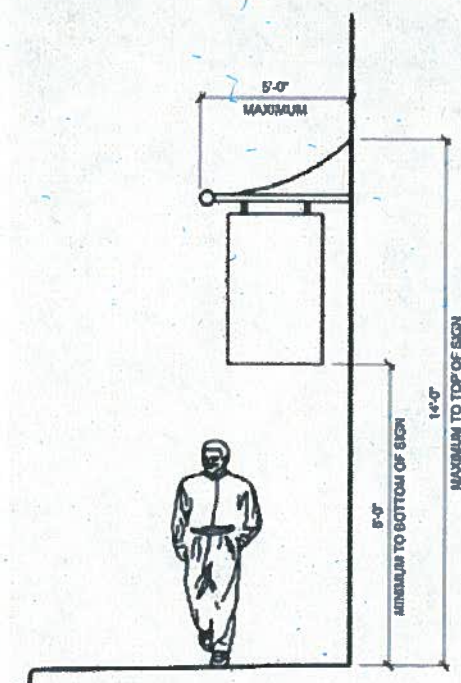
AVAILABLE AREA
FOR SIGNAGE

AWNING SIGNAGE



AVAILABLE AREA
FOR SIGNAGE

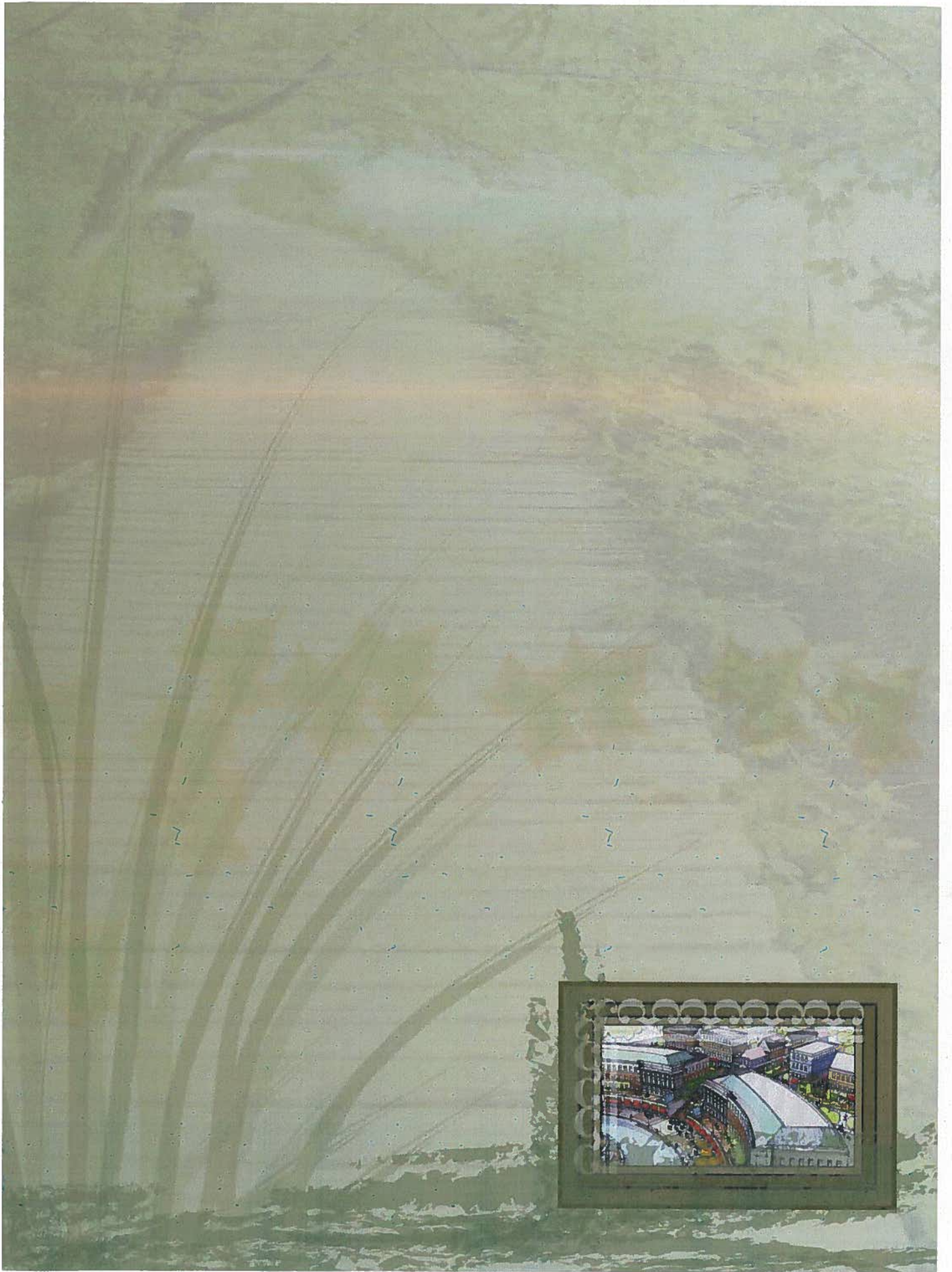
BLADE SIGNAGE



EATING/DRINKING ESTABLISHMENT

MENU DISPLAY SIGNS





COMMUNITY PLANNING EDITS - SUPPLEMENTAL TO THIRD REFERRAL

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PROFFER STATEMENT

February 5, 2009
July 23, 2009
October 5, 2009



ATTACHMENT 2

NOVEMBER 24, 2009

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Exhibits

<u>Exhibit A:</u>	Concept Plan
<u>Exhibit B:</u>	Zoning Ordinance ("ZO"), Facilities Standards Manual ("FSM") and Land Subdivision & Development Ordinance ("LSDO") Modifications
<u>Exhibit C:</u>	Amended Deed of Open Space Easement
<u>Exhibit D:</u>	Design Guidelines
<u>Exhibit E:</u>	PD-MUB District Incentives
<u>Exhibit F:</u>	Broad Run Restoration Concept Plan dated June 2009, as revised through July 8, 2009
<u>Exhibit G:</u>	Central Plaza and Design Illustrations

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February 5, 2009
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October 5, 2009

Pursuant to Section 15.2-2303, Code of Virginia, (1950), as amended, and Section 6-1209 of the Loudoun County Zoning Ordinance (1993), as amended (the "Zoning Ordinance"), NA Dulles Real Estate Investor LLC, a Delaware limited liability company (the "Owner"), who is the owner of Loudoun County Tax Map parcels 042-29-6582, 042-49-0209 and 041-29-8238, consisting of a total of approximately 396.87 acres of real property, of which a portion consisting of approximately 336.60 acres (the "Property") is the subject of rezoning application ZMAP 2008-0021, hereby voluntarily proffers that development of the Property shall be in substantial conformity with the proffers as set forth below (the "Proffers") and with the exhibits and zoning ordinance modifications attached hereto, all of which are incorporated herein by reference. All Proffers made herein are contingent upon the final approval by the Board of Supervisors of Loudoun County, Virginia (the "Board") of the change in the zoning districts requested in rezoning application ZMAP 2008-0021 from the PD-IP (Planned Development - Industrial Park), FOD (Floodplain Overlay District) and AI (Airport Impact) zoning districts to the PD-MUB (Planned Development - Mixed Use Business), FOD and AI zoning districts. Upon final approval of the requested change in zoning districts, these Proffers shall supersede all proffers previously in effect with respect to the Property, if any. All Proffers herein shall be binding on the Owner and its successors and assigns.

I. LAND USE

A. Concept Plan.

The Property shall be developed in substantial conformity with Sheets 1, 2 and 8-23 of the plan attached hereto as **Exhibit A** dated October 2008, as revised through October 2, 2009, and prepared by Urban Engineering Associates, Inc. (all 35 Sheets of such plan are collectively referred to hereafter as the "Concept Plan"). Sheets 3-7 and 29-35 of the Concept Plan are for information and illustrative purposes only. Sheets 8, 9, 10, 11 and 12 of the Concept Plan illustrate the layout proposed for development of the Property and indicate development limitations on the Property, such as public road rights-of-way, open space, floodplain restoration

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activities and limits of clearing and grading for uses outside of the floodplain, which shall be observed during development of the Property as more particularly described in the Proffers.

The Owner shall have reasonable flexibility to modify the location of uses and layout shown on the Concept Plan to accommodate final engineering and development ordinance requirements, provided such changes are: (i) in substantial conformity with the approved Concept Plan and the Proffers; (ii) do not increase total permitted square footage; and (iii) do not decrease the minimum amount of open space or peripheral setbacks shown to be provided on the Property.

B. Uses, Maximum Density/Intensity of Use and PD-MUB Minimum Use Percentages.

The Owner may develop the Property with any of the uses permitted in accordance with the applicable zoning district, including any uses permitted by special exception for which approval of the requisite special exception is obtained. The Property may be developed up to the following maximum densities and intensities of use:

- Up to 3,973,025 square feet of non-residential uses.
- Up to 1,400 multi-family residential units (not to exceed 1,544,000 square feet), inclusive of any required Affordable Dwelling Units ("ADUs") and unmet housing needs (workforce housing) units proffered herein in Proffer I.D. and I.E. and subject to the limitations set forth in Proffer I.B.4. below.

1. Employment Uses. A minimum of 40% of the total floor area to be constructed on the Property shall be devoted to the employment uses permitted in the PD-MUB District.

2. Commercial Uses. A minimum of 5% of the total floor area to be constructed on the Property shall be devoted to the commercial uses permitted in the PD-MUB District. Not more than 398,825 square feet of the 3,973,025 square feet of non-residential uses shall be non-hotel commercial uses. Of the 398,825 square feet of non-hotel commercial uses, at least 200,000 square feet shall be employment supportive uses, such as, but not limited to, the following examples: delis, coffee shops, restaurants, convenience stores, grocery stores, office supply stores, drug stores/pharmacies, greeting card stores, gas stations, retail sales establishments that are located on the first floor of a multi-story office building or multi-family residential building and similar uses that provide convenient sales and dining services to the employees and residents on-site (collectively, "Employment Supportive Uses"). With the exception of (i) grocery stores, (ii) health and fitness centers, and (iii) specialty retail sales establishments offering merchandise and programs related primarily to outdoor recreational uses and activities (such as, but not limited to, hiking, biking and/or water-related sports), each of which may contain up to 80,000 square feet, no individual retail sales establishment shall exceed 50,000 square feet of gross floor area. No freestanding retail sales establishments shall be

Need to demonstrate how retail uses of this scale will not function as destination retail uses.

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located along the Pacific Boulevard frontage of the Property. Retail sales establishments located within multi-story office buildings that front on Pacific Boulevard ~~in land bays west of Pacific Boulevard~~ shall be oriented to the west. *Route 28, or Gloucester Parkway and Route 28*

3. Hotel. The Owner may develop one or more hotel uses as part of the 3,973,025 square feet of non-residential uses. Such hotel uses shall not exceed a total of either 575,000 square feet or 720 rooms. At least one (1) of the hotels shall be a "full service hotel," which shall mean that it will have a range of services and amenities, including a sit-down restaurant containing a minimum of 3,500 square feet, room service, concierge services and meeting rooms containing a minimum total of 3,500 square feet.

4. Residential Uses. A minimum of 10% of the total floor area to be constructed on the Property shall be devoted to the residential uses permitted in the PD-MUB District. All residential uses on the Property shall consist of multi-family dwelling units and shall be located in Land Bays A, C, D, E and F, as such land bays are identified on Sheets 8-12 of the Concept Plan. For any portion of the Property on which the Owner desires to develop multi-family dwelling units to be sold as separate units (such as condominium ownership), no building permit for, nor any conversion to, such for-sale units shall be permitted unless and until any community development authority debt payment obligations applicable to such portion of the Property, if any, have been fully satisfied. The Owner shall provide the County with sixty (60) days written notice prior to any conversion of rental units to such for-sale units for the purpose of confirming that the community development authority payment obligations for such units have been fully satisfied prior to such conversion. If a zoning permit has not been issued for the community recreation facility/baseball stadium approved with SPEX 2008-0054 prior to commencement of construction of greater than 1,550,000 square feet of non-residential uses, then the maximum number of residential dwelling units on the Property shall be 1,100.

5. Public/Civic/Institutional Uses. A minimum of 5% of the total ~~floor~~ *land* area to be constructed on the Property shall be devoted to public/civic/institutional uses as permitted in the PD-MUB District. Examples of the public/civic/institutional uses that may be provided include village greens, plazas, sculpture and flower gardens, picnic areas, ~~gazeboes~~, government offices, public meeting halls, libraries, museums, community club houses, community centers, post offices, ~~day care facilities~~, church sites, performing arts centers, amphitheaters (if approved by a subsequent special exception application) and the public use site identified in Land Bay N and described in Proffer VI.A. If public/civic/institutional uses are provided in buildings, the actual floor area of the portion of the building containing such civic/public uses shall be counted toward the minimum 5%.

6. Parks and Open Space. A minimum of 10% of the land area of the Property shall be devoted to parks and/or open space. No more than 50% of such parks and/or open space will be located within the river and stream corridor resource. No more than 25% of the required buffers (such as landscape buffers along Pacific Boulevard) and "leftover spaces" (such as parking lot islands) shall be credited toward the minimum 10% parks and/or open space required

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by this Proffer. Such open space areas may include tot lots, pocket parks, stormwater management facilities constructed as wet ponds with year round amenities, pathways and similar passive recreational amenities.

7. Site Plan/Record Plat Tabulations. Prior to the approval of each record plat or site plan for development on the Property, the Owner will submit a tabulation depicting (i) the total minimum amounts of employment, commercial, residential, public/civic/institutional and parks and open space uses to be provided on the Property pursuant to these Proffers, (ii) the amount of employment, commercial, residential, public/civic/institutional and parks and open space provided with previously approved record plats and site plans, (iii) the amount of employment, commercial, residential, public/civic/institutional and parks and open space provided with the subject record plat or site plan, and (iv) the remaining amount of employment, commercial, residential, public/civic/institutional and parks and open space to be provided on the balance of the Property, to insure the minimum percentages of uses will be provided.

C. Route 28 Prepayment of Taxes.

Within sixty (60) days of approval of this rezoning application ZMAP 2008-0021, the Owner shall provide prepayment of taxes that would have been attributable to the portion of the Property to be used for the multi-family residential dwelling units in accordance with the formula and provisions as adopted by the Board of Supervisors for optional residential development within the Route 28 Tax District.

D. Affordable Dwelling Units.

The Owner shall provide six and one quarter percent (6.25%) of the total residential dwelling units constructed on the Property, up to a maximum of 88 dwelling units, as affordable dwelling units (ADUs), as defined and required by the current provisions of Article 7 of the Zoning Ordinance. All of the ADUs shall be provided as multi-family units in mixed-use buildings. The development and administration of the ADUs shall be in accordance with the applicable provisions of the Zoning Ordinance and the Loudoun County Codified Ordinances.

E. Unmet Housing Needs (Workforce Housing) Units.

The Owner shall provide ten percent (10%) of the total residential dwelling units constructed on the Property, up to a maximum of 140 dwelling units, as "Unmet Housing Needs Units" (workforce housing) which shall be available for purchasers ~~or renters~~ whose income does not exceed 100% of the area median income ("AMI") for the Washington Primary Metropolitan Statistical Area. These units shall be administered consistent with the terms provided in the Affordable Dwelling Unit provisions of Article 7 of the Zoning Ordinance and in accordance with Chapter 1450 of the Loudoun County Codified Ordinances, except that (i) the income limit for qualified purchasers ~~or renters~~ shall be 100% of AMI for the Washington Primary Metropolitan Statistical Area, and (ii) ~~all or any portion of such units may be located in a single building notwithstanding any provision of Article 7 to the contrary.~~

Recommend committing to a portion of the unmet housing needs (workforce housing) units specifically serving housing needs for incomes below 30% of the AMI.

and 50% for renters.

or renters whose income does not exceed 80% of the AMI for the Washington Primary Metropolitan Statistical Area.

(workforce housing) units will be provided within buildings that provide a vertical mix of units. The affordability requirement for all unmet housing needs (workforce housing) units will be set forth in a covenant approved by the County Attorney and recorded among the land records of Loudoun County.

In addition, if all or any portion of the residential component is exempt from the ADU requirement in accordance with the provisions of Article 7 of the Zoning Ordinance such that fewer than 88 ADUs are required, the Applicant shall provide one unmet housing needs (workforce housing) unit (as defined in this Proffer) for each such ADU that is not required, such that a total of sixteen and one quarter percent (16.25%) of the total residential dwelling units, up to a maximum of 228 dwelling units, are provided as either unmet housing needs (workforce housing) units or a combination of unmet housing needs (workforce housing) units and ADUs.

F. Linkage of Office and Other Non-Residential Uses to Residential Development.

Development of the residential uses on the Property shall be conditioned upon development of office and other non-residential uses constructed on the Property and/or on the portions of Loudoun County Tax Map parcel 041-29-8238 which are not included in ZMAP 2008-0021 (the "PD-IP Portion"). Development of the residential uses on the Property shall be as follows:

1. Zoning permits for at least 780,000 square feet of non-residential uses shall have been issued for the Property and/or for the PD-IP Portion prior to issuance of the zoning permit for the 701st residential dwelling unit, exclusive of ADUs and unmet housing needs (workforce housing) units, for the Property. Such 780,000 square feet of non-residential uses shall consist of (i) a maximum of 195,000 square feet of non-hotel commercial establishments, and (ii) a minimum of 150,000 square feet of employment uses located in one or more office buildings, each containing at least 100,000 square feet each with a minimum of four floors. Such 195,000 square feet of non-hotel commercial establishments shall consist of a minimum of 100,000 square feet of Employment Supportive Uses.

2. Zoning permits for at least 1,500,000 square feet of non-residential uses shall have been issued for the Property and/or for the PD-IP Portion prior to issuance of the zoning permit for the 926th residential dwelling unit, exclusive of ADUs and unmet housing needs (workforce housing) units, for the Property; provided, however, that if a zoning permit for the community recreation facility/baseball ballpark approved with SPEX 2008-0054 has been issued and construction of such facility is commenced and diligently pursued to completion, then zoning permits may be issued for up to a maximum of 1,075 residential dwelling units, exclusive of ADUs and unmet housing needs (workforce housing) units, for the Property until zoning permits for at least 1,500,000 square feet of non-residential uses, including the floor area of the community recreation facility/baseball ballpark, shall have been issued for the Property and/or for the PD-IP Portion. Such 1,500,000 square feet of non-residential uses shall consist of (i) a maximum of 300,000 square feet of non-hotel commercial uses, and (ii) a minimum of 800,000

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square feet of employment uses located in one or more office buildings, containing at least 100,000 square feet each with a minimum of four floors. Such 300,000 square feet of non-hotel commercial uses shall consist of a minimum of 180,000 square feet of Employment Supportive Uses.

3. When zoning permits have been issued for more than 1,500,000 square feet of non-residential uses, consistent with Proffer I.F.2. above, there shall be no further linkage limitation on the timing of residential uses on the Property. The ADUs and unmet housing needs (workforce housing) units described in Proffers I.D. and I.E. may be constructed regardless of the amount of non-residential uses constructed on the Property and/or the PD-IP Portion.

G. Center for Performing Arts and Related Civic Uses.

The Owner shall reserve, for a period of fifteen (15) years from the date of issuance of the first zoning permit for the Property, a minimum of two (2) acres in Land Bay J for donation to the County and/or to a non-profit entity, at the County's discretion, for the purpose of constructing a community center for performing arts and related civic uses. In the event during such fifteen (15) year period a community center for performing arts and related civic uses is approved for construction on the Property and donations have been received and/or agreements have been executed that will fully fund the design, engineering and construction of such center, then the Owner will donate, for no monetary compensation, such reserved parcel to the County and/or to such non-profit entity, at the County's election, for the purpose of constructing such center. The following conditions shall apply to this reservation:

1. If a zoning permit is issued for such a center containing a performing arts theater of at least 350 seats on property located within five (5) miles of the Property, then the Owner shall no longer be required by this Proffer to reserve a two (2) acre site for such a center. The Owner shall advise the County of such performing arts theater within five (5) miles concurrently with submission of any site plan for development of the two (2) acre reservation area.

2. If a final site plan application for such a center on the Property has not been filed within ten (10) years of the approval of ZMAP 2008-0021, then during the remaining five (5) years of this commitment, the Owner may satisfy the requirement to reserve two (2) acres by reserving a two (2) acre site in the northern portion of the Property.

3. Prior to the dedication of the site for a community center for performing arts and related civic uses, the Owner shall identify parking areas on the Property, within and/or outside of such two (2) acre site, that will be available to the users of such community center to meet the parking required for such facility under the Zoning Ordinance.

4. The Owner shall (i) construct street access and sidewalks to the community center, (ii) extend sewer, water, telephone, natural gas and electric service to the perimeter of the community center site, and (iii) design and construct, off-site from the community center site,

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such stormwater detention facilities as may be necessary to accommodate and detain stormwater runoff from the community center site, including planned paved areas and buildings, all concurrent with the Owner's own development activities on the portion of the Property abutting the community center site.

H. Central Plaza.

Prior to or concurrent with issuance of an occupancy permit for either the 701st residential dwelling unit exclusive of ADUs and unmet housing needs (workforce housing) units or the 425,001st square foot of non-residential uses, the Owner shall provide a central plaza consisting of a minimum of 10,000 square feet. The Owner shall provide public amenities in the central plaza that may include, but not be limited to, ponds, fountains, public art, seating areas, landscape areas and other similar features. The central plaza shall be consistent with the character and quality of the description of such central plaza shown on Sheets 19 and 20 of the Concept Plan and in Exhibit G.

See 3rd Referral comments

The central plaza shall be located within Land Bay D, west of the terminus of Road 6 as shown on the Concept Plan.

I. Building Heights.

Buildings with frontage along the west side of, and within 100 feet of, Pacific Boulevard within Land Bays B, F, J ~~and Q~~, with no intervening buildings between such buildings and Route 28, shall be constructed to heights of a minimum of four stories or 50 feet. Buildings located in Land Bay C shall not exceed 75 feet in height. No building on the Property shall exceed 160 feet in height.

Buildings within Land Bay A, with no no intervening buildings between such building and Route 28, shall be constructed to heights of a minimum of four stories or 50 feet.

J. Vertically Mixed Building Design.

A minimum of 50% of the buildings constructed on the Property shall be comprised of a vertical mix of uses consisting of at least two different use categories such as employment, residential, commercial and civic/institutional space. The Owner shall provide a tabulation with each site plan submission depicting the number of buildings located on the Property that contain a vertical mix of at least two (2) different uses. This tabulation shall be updated with each site plan submission to demonstrate those existing buildings, and those proposed buildings that contain a vertical mix of uses, as well as the number of buildings to be constructed under future site plans necessary to achieve the above-stated 50% minimum requirement.

At full build-out a minimum of 70% of the buildings located adjacent to Roads 2, 6, 8, and 9 as shown on the Concept Plan shall consist of a vertical mix of uses.

K. Zoning Modifications.

The Owner is requesting approval of certain modifications to the Zoning Ordinance ("ZO"), Land Subdivision and Development Ordinance ("LSDO"), and the Facilities Standards Manual ("FSM") as identified in Exhibit B entitled "Zoning Ordinance ("ZO"), Facilities Standards Manual ("FSM") and Land Subdivision & Development Ordinance ("LSDO") Modifications" dated October 5, 2009. To the extent such modifications are approved, the Owner will only utilize such modifications in accordance with the statements made in

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justification of, and consistent with the illustrations titled "Zoning Modifications Kincora Village," dated July 22, 2009 and October 2, 2009, included in the requests for such modifications, as contained in Exhibit B.

L. Floodplain Boundaries.

To the extent the elevations and/or boundaries of the floodplain on the Property, as identified on the current Floodplain Map of Loudoun County, are changed, relocated and/or updated as a result of either (i) construction performed by an entity that is exempt from the Zoning Ordinance (like the Virginia Department of Transportation ("VDOT")), or (ii) approvals under the applicable provisions for updating, correcting, interpreting or altering floodplain boundaries provided in the Zoning Ordinance, the Owner reserves the right, without requiring a proffer amendment or zoning concept plan amendment, to use, for any use permitted by-right or by an approved special exception in the underlying zoning district, those areas currently located within the existing boundaries of the floodplain as shown on the Floodplain Map of Loudoun County, which in the future are no longer within the floodplain, including the right to use the area within any buffer associated with such former floodplain area; provided (i) the total maximum nonresidential floor area and residential units committed in these Proffers are not exceeded, and (ii) the use of such areas complies with applicable federal and state laws and regulations that address the need for floodplain management and protection, including, without limitation, Federal Emergency Management Administration regulations, if applicable.

II. ENVIRONMENTAL

A. Heron Rookery.

Except for the construction, operation and maintenance of the wetlands and stream mitigation bank, on-site wetlands and stream mitigation, or riparian reforestation, no use, including the pedestrian trail system shall be located within the seven hundred (700) foot Rookery Radius shown on Sheet 12 of the Concept Plan, which shall serve as a setback from the documented location of the heron rookery identified on Sheet 12 of the Concept Plan. During the heron nesting season from March 1st to June 30th each year, no construction activity shall be performed within the area defined as the one thousand four hundred (1400) foot Rookery Radius shown on Sheet 12 of the Concept Plan, ~~or the 100-year floodplain boundary, whichever is less.~~ The provisions of this Proffer II.A. shall supersede the provisions of Proffers II.C.1.

B. Central Water and Sanitary Sewer.

The Property shall be developed using central water and sewer facilities, which shall be provided to the Property at no cost to Loudoun County (the "County") or to the Loudoun Water. Water and sewer lines, pumping stations and related utility equipment shall be extended to the Property in accordance with Loudoun Water's adopted Master Plan for provision of water and sewer service.

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C. Limits of Clearing and Grading.

The limits of clearing and grading shall be depicted as shown on the Concept Plan on each site plan submission. Encroachments beyond the limits of clearing and grading shall only be permitted for utilities, road access, stormwater management facilities, wetland and stream mitigation activities, trail development, or potential preservation activities associated with the Broad Run Toll House.

D. Wetland and Stream Mitigation, Riparian Preservation and Reforestation, and Wetland Mitigation Bank.

Prior to issuance of the first occupancy permit for any of the uses on the Property, the Applicant shall, subject to issuance of, and pursuant to, all requisite permits and approvals, provide wetland mitigation, stream enhancement, riparian preservation and reforestation, and install the wetland mitigation bank in the amounts specified in, at the general locations depicted on, and of a character consistent with, the Kincora Broad Run Restoration Concept Plan dated June 2009, as revised through July 8, 2009, prepared by Wetland Studies and Solutions, Inc. of Gainesville, Virginia (the "Restoration Concept Plan"), attached to these Proffers as **Exhibit F**. Such wetland mitigation, stream enhancement, RSCRE reforestation, riparian preservation and reforestation, and wetland mitigation bank shall be in substantial conformance with the design specifications, success criteria, and monitoring program contained in the Kincora On-Site Mitigation Plan (Grading Permit X20090680001) dated April 2008, as amended and approved by the County, with the exception that the planting plan (Sheets 26 through 40) shall be upgraded to incorporate the following minimum specifications for the category labeled "Additional Trees (Required for All Alternative)" depicted on Sheets 37 through 39: three (3) gallon, containerized, native deciduous trees planted at a density of 222 trees per acre on a fourteen (14) foot by fourteen (14) foot staggered grid.

In the event that stream and wetland mitigation exceeding the quantities identified in **Exhibit F** are required to offset impacts associated with the uses on the Property (PIN #041-29-8238), the Applicant shall provide the additional mitigation elsewhere on the Property and/or on Tax Map Parcel PIN #'s 042-29-6582 and/or 042-49-0209 to the maximum extent possible. If such additional mitigation cannot be provided on the aforementioned Tax Map Parcels, the Applicant shall provide the mitigation according to the following prioritized order: (1) within the Broad Run Watershed within the same geographic Planning Policy Area, (2) within the Broad Run Watershed ~~outside the Property's geographic Planning Policy Area~~, and (3) within Loudoun County, subject to approval by the U.S. Army Corps of Engineers and the Virginia Department of Environmental Quality.

E. Open Space Easements.

Prior to the approval of the first site plan or construction plans and profiles for any use on the Property, the Applicant shall grant the County a perpetual Open Space Easement pursuant to

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Title 10.1, Chapter 17 Open- Space Land Act of the Code of Virginia ("Easement"), over and upon all of the land areas identified on the Restoration Concept Plan (**Exhibit F**) by the following labels: "Riparian Preservation Area," "Conservation Area," "Riparian Reforestation Area," "RSCRE Reforestation Area," "Stream Enhancement Area," "Wetland Mitigation Area," "Wetland Mitigation Bank Area" and over and upon all of the land areas identified on the Concept Plan as "Tree Preservation Area." The terms of such Easement shall grant the County a right of access to the Property subject to the Easement and the right to provide and/or complete the required wetland mitigation, stream enhancement, RSCRE reforestation, riparian preservation and reforestation, and wetland mitigation bank in the amounts specified and in the areas depicted on the Restoration Concept Plan (**Exhibit F**) in the event such actions are not completed by the Applicant. Such easement(s) shall be in a form approved by the County Attorney and shall be recorded among the Land Records. Additionally, the Applicant shall post a bond with the County in an amount sufficient to cover the cost of providing and completing the RSCRE reforestation, riparian reforestation, stream enhancement, wetland mitigation, and wetland mitigation bank, as shown on the Restoration Concept Plan, should these activities not already be subject to any State or Federal bond. Boundaries of the Easement shall be depicted on all site plans and construction plans and profiles submitted for the uses on the Property.

It is understood that, as necessary to permit the development on the Property of the uses described in these Proffers and shown on the Concept Plan, the County will cooperate with the Owner to confirm, clarify and amend, consistent with the form Amended Deed of Open Space Easement attached to this Proffer Statement as **Exhibit C**, the existing open space easement that was dedicated to the County pursuant to the Deed of Open Space Easement recorded in Deed Book 2314, at page 1589 among the land records in the Clerk's Office of the Circuit Court of Loudoun County, Virginia. To the extent required by the Open Space Land Act, and if necessary to allow for a release of any portion of the open space easement, the Owner will subject alternative land, acceptable to the Board of Supervisors to replace such portions of the open space easement to be released.

F. Tree Conservation.

Within Conservation Areas shown on the Restoration Concept Plan ~~and within Tree Preservation Areas shown on the Concept Plan~~, the Applicant shall preserve a minimum of eighty percent (80%) of the existing canopy ~~in the cumulative Conservation Areas and Tree Conservation Areas~~, exclusive of stands of Virginia Pine over twenty-five (25) years in age. A maximum of twenty percent (20%) of the existing canopy may be removed to the extent necessary for the construction and/or installation of (a) utilities other than stormwater management ponds and similar facilities, (b) trails and Stormwater Management Facilities that are required pursuant to these Proffers, (c) stream and wetland mitigation activities, and (d) potential preservation activities related to the Broad Run Toll House.

If, during construction on the Property, it is determined by the Applicant's certified arborist or the County that any healthy tree located within the boundaries of any of the Tree

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Preservation Areas and Conservation Areas has been damaged during construction and shall not survive, then, the Applicant shall remove each such tree and replace each such tree with two (2) 2½ - 3 inch caliper native, non-invasive deciduous trees. The placement of the replacement trees shall be proximate to the area of each such damaged tree so removed, or in another area as requested by the County.

After construction has been completed by the Applicant, Forest Management Techniques, performed by or recommended by a professional forester or certified arborist, that are necessary to protect or enhance the viability of the canopy may be undertaken. Such Management Techniques may include, without limitation, pruning and the removal of vines, invasive species, trees uprooted or damaged by extreme weather conditions, and trees or limbs that are diseased, insect-infested, dead, or are considered a hazard to life or Property. Every site plan and any construction plans and profiles for any use on the Property that includes a portion of the land area required to be subject to the Easement shall contain a note stating that the removal of trees within the Open Space Easement is prohibited except in accordance with the provisions outlined in these conditions and the recorded Open Space Easement.

G. River and Stream Corridor Resources (RSCRE) Reforestation.

With the exception of the encroachments depicted on the Concept Plan, the River and Stream Corridor Resources (defined as including 100-year floodplains; adjacent steep slopes (slopes of twenty-five percent (25%) or greater, starting within fifty (50) feet of streams and floodplains and extending no farther than one hundred (100) feet beyond the originating stream or floodplain), and the fifty (50) foot management buffer surrounding floodplains and adjacent steep slopes) ~~within the Property~~ shall be preserved and remain in their natural state. The Applicant shall replant open areas within or adjacent to the 100-year floodplain, without the need for a floodplain study, floodplain alteration or floodplain alteration waiver, in an amount equal to the area of the proposed development that encroaches into the River and Stream Corridor Resources, as shown on the Restoration Concept Plan. Such replanting shall be located first, to the extent feasible, in the general vicinity of the areas disturbed, second, in the areas identified as "RSCRE Reforestation Area" on the Restoration Concept Plan (**Exhibit F**), and third, within Tax Map Parcel PIN #'s 042-29-6582, 042-29-8238, and/or 042-49-0209. The amount of such replanting shall exceed the 2.87 acres shown on the Restoration Concept Plan as necessary to achieve an amount equal to the areas of the proposed development that encroach into the River and Stream Corridor Resources.

The Applicant shall submit a riparian planting plan, prepared by a professional forester, landscape architect, or certified arborist, for such replanting areas. Such replanting plan shall be submitted at the time of each site plan or construction plans and profiles proposing the development of any area that encroaches into the River and Stream Corridor Resources for review and approval by the County Urban Forester. Each such plan shall provide for three (3) gallon, containerized, native, deciduous trees to be planted at a density of three hundred (300) trees per acre on a twelve (12) foot by twelve (12) foot staggered grid. Each approved riparian

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planting plan shall be implemented concurrent with the development of the areas subject to such site plans or construction plans and profiles prior to occupancy. In the event that a targeted stocking of seventy-five (75) percent survival with uniform distribution is not achieved within one (1) year, the Applicant shall provide supplemental planting to achieve the targeted stocking.

H. Stormwater Management Best Management Practices (SWM/BMPs)/Low Impact Development Techniques (LIDs).

The Property shall be developed in accordance with Best Management Practices (BMPs). Notwithstanding the SWM/BMPs depicted on the Concept Plan, Low Impact Development Techniques, such as but not limited to green roofs, rain gardens, cisterns, and planted swales shall be incorporated into the Property's overall stormwater management approach where practicable in order to meet the applicable stormwater management requirements of Loudoun County inclusive of those BMPs depicted on the Concept Plan. The locations and water quality benefits of such LID techniques shall be included in each site plan and construction plans and profiles submitted for the uses on the Property.

I. Stormwater Management Filter/Cartridge Maintenance.

To the extent the Applicant installs underground (cartridge or filter system) stormwater management facilities, the Applicant shall be responsible to maintain, repair, and replace such facilities at its sole cost and expense in accordance with Chapter 1096 Stormwater Management of the Codified Ordinances of Loudoun County. The County, its agents, employees, successors and assigns, shall be entitled to have access to such facilities at any time to inspect, to ensure the fulfillment of the maintenance responsibilities, and, if necessary, at the County's sole discretion, to conduct such maintenance, repair and replacement as may be necessary, at the Applicant's expense. Prior to approval of the first site plan, the Applicant shall furnish a written maintenance agreement in a form approved by the County Attorney and a financial guarantee in the form of a cash escrow or irrevocable letter of credit satisfactory to the Director of General Services to secure its obligation to provide appropriate and necessary maintenance, repair, and replacement of such underground stormwater management facilities. The financial guarantee shall remain in force and effect for a period of twenty-five (25) years, and the amount of the financial guarantee shall be \$1,625.00 per underground filter or cartridge covered by the maintenance agreement unless the Director of the Department of General Services shall approve a lesser amount. The maintenance agreement shall be recorded among the land records and shall remain in force for so long as such underground facilities remain in use.

J. Broad Run Water Quality Monitoring.

Surface water quality monitoring shall be conducted by the Applicant for the purpose of monitoring water quality impacts of the uses on the adjacent Broad Run. The Applicant shall, in cooperation with County Staff, and concurrent with submission of the first site plan or construction plans and profiles for a use on the Property, whichever is first in time, develop a water quality monitoring plan for monitoring sites quarterly, that identifies the location of

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monitoring sites, sampling and assessment protocols, format of data reporting, and water quality thresholds as a basis for corrective action based on sampling. If at any time the monitoring results exceed the established water quality thresholds, the Applicant shall take immediate action to investigate the condition. If the condition is a result of activity on the Property, the Applicant shall take immediate action to remediate the condition to the established water quality thresholds. Monitoring activities shall begin at least thirty (30) days prior to land disturbance associated with construction of the first use on the Property and shall be conducted through a time period of one year after release of the final construction performance bonds for the uses. The County shall have the authority, with adequate notice to the owner, to enter the Property at any time to test the water quality of Broad Run and its tributaries.

K. Trails Located Within the Floodplain *River and Stream Corridor Resources*

Trails located within the ~~floodplain~~ *river and stream corridor resources* shall be constructed with pervious surfaces and, where such trails cross jurisdictional waters and/or wetlands, raised boardwalks, with designs consistent with the sections provided on Sheet 15 of the Concept Plan, ~~provided the Owner reserves the right to construct an impervious trail connection from the developable portion of the Property to the heron rookery observation platform to be constructed pursuant to Proffer IV.B.~~ Public access easements shall be provided on all trails located within the floodplain.

L. Harvesting Trees from Cleared Areas.

The Owner shall harvest trees from those areas of the Property that are forested and are to be cleared by the Owner for development of the uses on the Property. The Owner shall retain any proceeds received from the sale of the harvested forest products.

M. Green Building Practices.

The Owner shall employ development attributes of the United States Green Building Council's Leadership in Energy and Environmental Design ("LEED") program into the planning of the employment and residential buildings that are a minimum of four stories or fifty (50) feet on the Property. Those elements may include, but shall not be limited to, sustainable site design, water efficiency, energy management, materials and resource reuse, and/or interior environmental quality. The following alternative transportation-related elements will be included throughout the Property:

- a. secure bicycle parking areas for all employment and commercial buildings and sheltered bicycle parking areas for multi-family residential buildings;
- b. shower facilities for employees in all buildings at least four stories or fifty (50) feet in height and containing greater than 100,000 square feet of non-residential uses; and

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- c. the locating of a bus or shuttle stop within one-quarter mile of each employment and commercial building.

While this Proffer shall not be construed as a commitment to obtain a certain level of LEED certification, the design and construction of all employment and residential buildings a minimum of four stories or fifty (50) feet will incorporate sustainable building elements for LEED version 3, or the current version of LEED effective at the time of site plan submission for New Construction or for Core and Shell, and will be designed to achieve LEED goals, including reduction in potable water use, energy use reductions, construction waste diversion from sanitary landfills or incinerators, and enhanced indoor environmental conditions, to the extent the Owner determines that such LEED elements and goals can be incorporated without impairing the competitiveness of the Owner's buildings in the marketplace.

The Owner shall employ a LEED accredited professional in the design of each employment and residential building a minimum of four stories or fifty (50) feet in height.

All residential buildings and individual dwelling units shall be outfitted with energy efficient appliances including, but not limited to, ENERGY STAR or an energy efficient rating equivalent qualified dishwashers, refrigerators and clothes washers. In addition, each residential building shall include conveniently located facilities to enable residents to recycle mixed waste products.

III. TRANSPORTATION

A. Road Network.

Unless otherwise specified in the Proffers, all roads required for access to and within the Property shall be constructed in accordance with the County's Land Subdivision and Development Ordinance and the FSM to provide access to the various portions of the Property as they are developed. All public roads required for access to and within the Property shall be designed and constructed in accordance with applicable VDOT and County standards. Except as provided in Proffer III.C., on-site public roadways shall be constructed as development of each section of the Property that includes such roadways occurs consistent with the timing specified in Proffer III.D.

Dedication of land for public roads and parallel trails shall include all related easements outside the right-of-way, such as slope, maintenance, storm drainage and utility relocation easements, necessary to construct the public roads and parallel trails shown on the Concept Plan within the Property and along the Property's existing public street frontage. Dedication of right-of-way and easements to the County for the public roads and parallel trails shown on the Concept Plan shall occur concurrently with development of each section of the Property unless already dedicated by others. However, if requested by the County to dedicate the right-of-way and related easements in advance of development on the Property, the Owner shall make such

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dedication if: (1) others have prepared and obtained final approval of construction plans and profiles consistent with the Concept Plan, which require dedication to commence construction; and (2) provided that the Owner shall not be obligated to incur costs or post bonds with the County in connection with such dedication.

B. Pacific Boulevard Alignment.

The final alignment of Pacific Boulevard as it crosses the northeast corner of the site and Broad Run and connects to Russell Branch Parkway shall be determined at the time VDOT right-of-way plans and/or Owner-initiated construction plans and profiles are approved, and such alignment may be shifted from the alignment shown on the Concept Plan without requiring a Zoning Concept Plan Amendment or proffer amendment. If the Board of Supervisors approves the creation of a community development authority to finance construction of Pacific Boulevard, and VDOT and/or the County have not approved the final alignment of the off-site portion of Pacific Boulevard in connection with the review and approval of the requisite plans for Pacific Boulevard, the community development authority shall, at the time required by the terms of these Proffers, deposit with the County the necessary funds for the construction of that segment of Pacific Boulevard, in the alignment shown on the Concept Plan, to be held by the County and used only for the future construction of that segment of Pacific Boulevard. Any interest that accrues on such funds shall likewise be held and used only for the construction of that segment of Pacific Boulevard. Any portion of such funds or accrued interest that is not used for the construction of Pacific Boulevard, if any, shall be returned to the community development authority.

C. Construction of Public Roads With a CDA.

In the event the Board of Supervisors creates for the Property a community development authority ("CDA") pursuant to § 15.2-5152 et seq., Code of Virginia (1950), as amended, the Owner shall dedicate right-of-way to the County and/or to VDOT, if and as necessary for the ultimate configuration of the following road improvements and, with the funding to be provided by such CDA, shall construct, bond for construction or cause to be constructed the following transportation improvements, within three (3) years of the date the CDA is created by the Board, with reasonable extensions to be granted should market conditions not permit issuance of CDA bonds at a reasonable rate of interest:

1. Gloucester Parkway. The extension of Gloucester Parkway as shown on the Concept Plan from the planned terminus of the Route 28/Gloucester Parkway interchange project, across the Property and Broad Run, and, subject to the provision of off-site right-of-way by others, to Loudoun County Parkway. Such extension of Gloucester Parkway shall be a full section of a four (4) lane divided highway and shall include the bridge and appurtenances required to cross Broad Run with such 4-lane section and a ten (10) foot wide bicycle trail on the north side of such extension of Gloucester Parkway. The Owner shall dedicate right-of-way on the Property for Gloucester Parkway 120 feet in width to accommodate an ultimate 6-lane

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divided section. The Owner shall construct the 4 lanes required by this Proffer as the outer lanes of the ultimate planned 6-lane divided road section for Gloucester Parkway.

2. Pacific Boulevard. The Owner shall construct the extension of Pacific Boulevard as shown on the Concept Plan from the southern Property boundary across the Property and Broad Run, and subject to provision of off-site right-of-way by others, to the current terminus of Russell Branch Parkway. Such extension to Russell Branch Parkway shall be a full section of a four (4) lane divided highway and shall include the bridge and appurtenances required to cross Broad Run with such 4-lane section and a ten (10) foot wide bicycle trail on the west side of such extension of Pacific Boulevard; provided the Owner/CDA shall not be responsible for any portions of the four lane section which have been or are committed to be constructed by others.

On or before the date that is sixty (60) days from the date of final approval of this rezoning application (ZMAP 2008-0021), the Owner shall petition the Board of Supervisors to create a CDA for the purpose of financing construction of at least the road improvements identified in this Proffer. The Owner shall include all of the Property in the petition to create such CDA. The Owner shall be permitted to coordinate the timing and implementation of construction of these public roads pursuant to this Proffer with other construction projects by others, provided such public roads are constructed or bonded for construction within three (3) years of the date the CDA is created by the Board, with reasonable extensions to be granted should market conditions not permit issuance of CDA bonds at a reasonable rate of interest. Nothing provided in this Proffer shall prevent the Owner from obtaining any land use approvals (including, without limitation, site plan, subdivision, construction plans and profiles and grading permit) for the Property, nor from commencing construction on the Property, during the design and construction of these public roads. In the event the CDA is created to finance construction of the roads identified in this Proffer, the Owner shall be allowed to develop any uses permitted on the Property without regard to the provisions of Proffer III.D. below, as long as (i) such uses are consistent with the linkage limitations outlined in Proffer I.F., and (ii) the Owner provides the necessary intersection improvements to connect the private streets to Pacific Boulevard as shown on the Concept Plan. In the event the necessary right-of-way for the off-site portions of Gloucester Parkway and/or Pacific Boulevard have not been dedicated to VDOT and/or the County and have not otherwise been acquired by VDOT and/or the County, within twelve (12) months of the date the CDA is created, the Owner's and/or the CDA's obligation to construct the off-site portions of the respective road for which the right-of-way is needed shall be deferred until such time as the right-of-way is acquired, and the Owner shall be permitted to pursue development of the Property notwithstanding that such portion of the road is not constructed. The CDA shall be responsible for maintenance of the segments of road constructed by the CDA until such time as such segments of road are accepted into the VDOT system for maintenance.

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D. Construction of Public Roads Without a CDA.

If the Board of Supervisors has not created a CDA for the Property to fund the transportation improvements described in Proffer III.C. above, within twelve (12) months of the final approval of this rezoning application ZMAP 2008-0021, and the Owner desires to proceed with development of the Property without CDA financing, the Owner shall construct or bond for construction the following transportation improvements in accordance with the transportation construction schedule set forth below, which includes in the non-residential use numbers all non-residential uses constructed on Property and on the PD-IP Portion:

1. Uses In Land Bay Q. Unless already constructed by Owner or others, prior to the first site plan approval for construction of any use in Land Bay Q, the Owner shall construct or bond for construction the following transportation improvements:

a. Pacific Boulevard: Dedicate right-of-way for the ultimate configuration of this roadway as a four-lane divided road, and construct the two additional lanes of Pacific Boulevard from the southern Property boundary to Gloucester Parkway as shown on the Concept Plan and in accordance with VDOT standards, together with deceleration, acceleration and turn lanes and transitions to an undivided section to the south as required by VDOT.

b. Bicycle Trail – Pacific Boulevard: To the extent not located within the public right-of-way, dedicate a fourteen (14) foot wide on-site public access easement in the setback area along the west side of Pacific Boulevard, and construct a ten (10) foot wide bicycle trail on the Property within the public right-of-way and/or within such public access easement along the portion of Pacific Boulevard constructed pursuant to the preceding paragraph. This trail shall be located generally as shown on Sheets 15 and 16 of the Concept Plan.

2. Transportation Improvements for Transportation Phase 1A (initial uses of the Property and PD-IP Portion up to and including 300,000 square feet of non-residential uses (which may include up to 270 hotel rooms) and 300 residential dwelling units). Prior to the first record plat or site plan approval, whichever is first in time, for construction of any use on the Property, and unless already constructed or installed by others, the Owner shall construct or bond for construction the following transportation improvements:

a. Pacific Boulevard: Dedicate right-of-way for the ultimate configuration of this roadway as a four-lane divided road, and construct Pacific Boulevard, except any portion already constructed or committed to be constructed by others, from its intersection with Gloucester Parkway as shown on the Concept Plan to a point sufficient to provide access to the portion of the Property proposed for such uses. Such portion of Pacific

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Boulevard shall consist of two lanes of the ultimate four-lane divided road, as such four-lane divided road is depicted on the Concept Plan and in accordance with VDOT standards, together with deceleration, acceleration and turn lanes.

b. Bicycle Trail – Pacific Boulevard: To the extent not located within the public right-of-way, dedicate a fourteen (14) foot wide on-site public access easement in the setback area along the west side of Pacific Boulevard, and construct a ten (10) foot wide bicycle trail on the Property within the public right-of-way and/or within such public access easement along the portion of Pacific Boulevard constructed pursuant to the preceding paragraph to serve the portion of the Property proposed for such use. This trail shall be located generally as shown on Sheets 15 and 16 of the Concept Plan.

3. Transportation Improvements for Transportation Phase 1B (up to and including 1,125,000 square feet of non-residential, non-hotel uses, 270 hotel rooms and 700 residential dwelling units). Prior to issuance of the zoning permit for the 300,001st square foot of non-residential uses (inclusive of any hotel rooms constructed in Phase 1A) or the 301st residential dwelling unit, whichever is first in time, and unless already constructed or installed by others, the Owner shall construct or bond for construction the following transportation improvements:

a. Pacific Boulevard: Dedicate right-of-way for the ultimate configuration of this roadway as a four-lane divided road and construct Pacific Boulevard, except any portion already constructed or committed to be constructed by others, from its current terminus at the southern Property boundary across the Property, as a four-lane divided road, to the proposed intersection of Pacific Boulevard with Road 2, or to a point further north of this intersection if such extension is necessary to provide access to the portion of the Property proposed for such uses, as such four-lane divided section is depicted on the Concept Plan and in accordance with VDOT standards, together with deceleration, acceleration and turn lanes at the intersections with the roads that provide access to the land bays along Pacific Boulevard, as required by VDOT. In addition, traffic signals shall be provided at all of the intersections with roads that provide access to land bays along Pacific Boulevard, if warranted by VDOT. Warrant studies shall be submitted to VDOT and the County with the submission of the construction plans and profiles for such roads that provide access to the land bays along Pacific Boulevard. If the traffic signals are not warranted at the time of the initial construction of Pacific Boulevard in Transportation Phase 1B, then the obligation to provide such signals shall be deferred to the beginning of Transportation Phase 2A, if warranted by VDOT at that time.

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required by VDOT. In addition, traffic signals shall be provided at all of the intersections with roads that provide access to land bays along Pacific Boulevard, if warranted by VDOT. Warrant studies shall be submitted to VDOT and the County with the submission of the construction plans and profiles for such roads that provide access to the land bays along Pacific Boulevard. If the traffic signals are not warranted at the beginning of Transportation Phase 2B, then the obligation to provide such signals shall be deferred to the beginning of Transportation Phase 3, if warranted by VDOT at that time.

b. Bicycle Trail – Pacific Boulevard: To the extent not located within the public right-of-way, dedicate a fourteen (14) foot wide on-site public access easement in the setback area along the west side of Pacific Boulevard, and construct a ten (10) foot wide multi-purpose trail on the Property within the public right-of-way and/or within such public access easement along the portion of Pacific Boulevard constructed pursuant to the preceding paragraph. This trail shall be located generally as shown on Sheets 15 and 16 of the Concept Plan.

c. Gloucester/Pacific Intersection: In the event signalization is not provided by others or in prior phases of development, a traffic signal shall be installed at the Gloucester/Pacific intersection, subject to review and approval of a traffic signal warrant study submitted to VDOT. The traffic signal and intersection layout shall be designed to VDOT standards and to accommodate the ultimate four-way intersection at such time as Gloucester Parkway is extended to the west. If the traffic signal is not warranted at the beginning of Transportation Phase 2B, then the obligation to provide such signal shall be deferred to the beginning of Transportation Phase 3 if warranted by VDOT at that time.

6. Transportation Improvements for Transportation Phase 3 (full buildout). Prior to issuance of the zoning permit for the 2,400,001st square foot of non-residential uses, non-hotel uses and unless already constructed or installed by others, the Owner shall construct or bond for construction the following transportation improvements:

a. Gloucester Parkway: Dedicate right-of-way, if and as necessary, and construct an extension of Gloucester Parkway, except any portion already constructed or committed to be constructed by others, from Pacific Boulevard across the Property, with a bridge across Broad Run, as shown on the Concept Plan, and, subject to right-of-way being provided by others, connecting to Loudoun County Parkway. Such road extensions shall be four-lane divided roadways and shall be constructed, as illustrated on the Concept Plan and in accordance with VDOT

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standards, together with deceleration, acceleration and turn lanes as required by VDOT.

b. Bicycle Trail – Gloucester Parkway: To the extent not located within the public right-of-way, dedicate a fourteen (14) foot wide on-site public access easement in the setback area along the north side of Gloucester Parkway, and construct a ten (10) foot wide multi-purpose trail within the public right-of-way and/or within such public access easement and along the portion of Gloucester Parkway constructed pursuant to the preceding paragraph, which shall connect to the bicycle trail located on the west side of Pacific Boulevard.

c. Gloucester/Pacific Intersection: In the event signalization is not provided by others or in prior phases of development, a traffic signal shall be installed at this intersection, subject to review and approval of a traffic signal warrant study submitted to VDOT. The warrant study shall be submitted to VDOT and the County with the first final site plan submitted to the County for development in Transportation Phase 3.

E. Acquisition of Off-Site Right-of-Way/Easements.

1. In addition to dedicating right-of-way and easements on the Property, the Owner shall make a good faith effort to acquire off-site right-of-way or easements necessary for the construction of the off-site portions of Pacific Boulevard and Gloucester Parkway proffered herein. Where, despite such good faith efforts, right-of-way and/or easements necessary for construction of such off-site portion of Pacific Boulevard and/or Gloucester Parkway cannot be obtained either (i) voluntarily through donation or proffer to the County, or (ii) through purchase by the Owner at a fair market value price, the Owner shall request VDOT and/or the County to acquire such right-of-way and/or easements by appropriate eminent domain proceedings by VDOT and/or the County, with all costs associated with the eminent domain proceedings to be borne by the Owner, including but not limited to, land acquisition costs. The initiation of such eminent domain proceedings is solely within the discretion of VDOT and/or the County. It is understood that the County will attempt to obtain the off-site right-of-way for both the extension of Pacific Boulevard and the extension of Gloucester Parkway, as a condition of County approvals of land use applications for the properties across which such extensions will be constructed. The Owner shall not be required to pay any amounts for such right-of-way to the extent the County obtains such right-of-way as a condition of County approvals of land use applications.

2. If the necessary right-of-way and/or easements cannot be acquired voluntarily and the County and/or VDOT choose not to exercise the right of eminent domain within six (6) months of a written request by the Owner, the Owner shall be released from the obligation to acquire such right-of-way. If the County and/or VDOT elect to defer its exercise of eminent

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domain, then the Owner's Proffer requiring such acquisition or construction shall likewise be deferred.

3. Notwithstanding the commitments in Proffer III.D. above, the Owner shall not be prevented from obtaining any land use approvals (including, without limitation, site plan, subdivision, construction plans and profiles, grading permit, zoning permit, building permit, and occupancy permit) for the Property, nor from commencing construction on the Property, during the pendency of any eminent domain proceedings initiated pursuant to this Proffer, nor any deferral of the County's and/or VDOT's exercise of eminent domain pursuant to Proffer III.E.2. above.

F. Traffic Signalization.

When required by the phasing provisions set forth in the paragraphs above, the Owner shall prepare a signal warrant analysis for the installation of the traffic signals identified in each respective Transportation Phase. Pursuant to said signal warrant analysis, and if warranted by VDOT, the Owner shall design and install traffic signalization at the respective intersections when required by the schedule above. In the event a signal has not been warranted by VDOT when the Owner desires to proceed with the respective phase of development on the Property, the obligation to design and install such signal shall be deferred to the beginning of the next phase of development on the Property. In the event a signal proffered above has not been warranted at the beginning of Transportation Phase 3 of development on the Property, the Owner shall make a cash contribution to the County for the cost of the design and installation of such traffic signal. Such cash contribution shall be made prior to issuance of the first zoning permit for a use in Transportation Phase 3 of the development. The amount of the cash contribution shall be based on an estimate provided to the County by a certified engineer; however, in no case shall the contribution exceed Two Hundred Seventy-Five Thousand and 00/100 Dollars (\$275,000.00) for each traffic signal. This maximum limit on said contribution shall escalate in accordance with the Consumer Price Index ("CPI") from a base year of 2009.

G. Cash Equivalent Contribution.

Unless otherwise provided in these Proffers or unless such improvements are provided in cooperation with others by private agreement or subject to the commitments of other zoning applications, the Owner agrees that, in the event any of the transportation improvements described above in Proffer III.D., except (i) the bridge crossings and off-site extensions of Gloucester Parkway and Pacific Boulevard, and (ii) the portions of Pacific Boulevard and Gloucester Parkway constructed by VDOT with the construction of the Route 28/Nokes Boulevard/Gloucester Parkway interchange, are constructed or bonded for construction by others prior to bonding for construction by the Owner, the Owner shall contribute to the County or its designee, for each such improvement provided by others, an amount equal to the cost of constructing such transportation improvements described above in Proffer III.D. in lieu of actual construction of each such improvement provided by others. For the purposes of determining the

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in-lieu-of contribution, (i) the actual cost of the respective improvements will be used if available; if not, the value of the bond estimate will be used, and (ii) construction costs shall be deemed to include all engineering, surveying, bonding, permit fees, utility relocation, and other hard costs of construction based on paid invoices. Such contribution in lieu of actual construction shall occur at the time the Owner would otherwise have been required by these Proffers to bond or construct such improvements. As determined by the County, such contribution shall either be used to reimburse the party who constructed such improvements, or for regional roadway or transit improvements in the vicinity of and for the benefit of the Property.

H. Highway Noise Mitigation. - See Referral Comments

Concurrently with the filing of the first site plan or construction plans and profiles for the Property, whichever is first in time, the Owner shall submit an acoustical analysis for the Property to determine which areas of the Property may be adversely impacted by highway noise generated along (i) the Route 28 (Sully Road)/Pacific Boulevard frontage, and (ii) the Gloucester Parkway frontage. With each subsequent site plan for a residential, hotel, or employment use on the Property, the Owner shall demonstrate compliance with the aforementioned acoustical analysis with the goal of mitigating material adverse highway noise impacts in the noise sensitive areas of the Property, such that (a) interior noise levels do not exceed 50 dbA for residential and hotel units, (b) exterior noise levels at the façade of office buildings do not exceed 70 dbA, and (c) outdoor passive and active recreation areas do not exceed 65 dbA. Compliance with the acoustical analysis shall demonstrate the methods that shall be incorporated into the site and building design in order to reduce noise levels for residential, hotel and ~~office~~ ^{employment} uses in accordance with the noise abatement criteria specified above, with preference given to passive measures, such as landscaping and berming, to the extent practicable.

I. Bus Shelters.

Within six (6) months of the date of commencement of public bus service to the Property, the Owner shall construct two (2) bus shelters on the Property along Pacific Boulevard. Said bus shelters shall be in addition to those required in accordance with SPEX 2008-0054. The Owner shall coordinate the design and location of these bus shelters with the Office of Transportation Services or other appropriate County agency. The commitment in this Proffer to construct bus shelters shall terminate twenty (20) years after issuance of the zoning permit for the Property, if no public bus service to the Property has been established during such twenty (20) years; provided upon such termination, the Owner shall contribute to the County a cash contribution in the amount of the estimated cost of two (2) bus shelters to be used by the County to construct such bus shelters in the future. The bus shelters shall be maintained by the Owners Association established pursuant to Proffer VII. The Owner shall coordinate the design and location of such bus shelters with the Office of Transportation Services at the time of site plan review.

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J. Transportation Demand Management Program.

Prior to issuance of the first zoning permit for an office or residential use on the Property, the Owner shall implement a Transportation Demand Management ("TDM") program whose objective is to reduce peak hour vehicle trips to and from the site. The means to achieve this objective over the build-out period for this site may vary from time to time as knowledge is gained about specific factors and as the area and region develop. Elements of this program shall include, but shall not necessarily be limited to, the following:

1. Identify an Employer Transportation Coordinator (ETC) for each employment or residential building to serve as the TDM contact with the Loudoun County Office of Transportation Services ("OTS"). ETCs shall promote and encourage commuting alternatives in cooperation with other private and public TDM efforts or Transportation Management Associations. ETCs shall meet with OTS Staff to clarify commuting options to the site and develop promotions and programs in support of established TDM goals.
2. Conduct initial and biennial employee commute surveys of employees of employment buildings and residents of residential buildings to benchmark and measure progress toward the reduction of vehicle trips and vehicle emissions.
3. Provide a minimum of five percent (5%) of total parking spaces for each employment or residential building as preferred parking spaces for (a) carpool/vanpool vehicles, (b) fuel efficient vehicles, or (c) car sharing vehicles.
4. Promote flexible, compressed, or telework schedules for on-site employees and residents.
5. Support transit service by encouraging all employers to provide qualified transportation fringe benefits, as allowed under Section 132(f) of the Internal Revenue Code.
6. Construct and maintain permanent public information displays in all employment or residential buildings for distribution of alternate commute information, including transit schedules, park-and-ride lot maps, rideshare programs and telework.
7. Install secure weather-protected bicycle storage facilities or bicycle racks for a minimum of twenty (20) bicycles for each employment or residential building. Such bicycle storage facilities and/or bicycle racks shall be located in a convenient location for use by employees and/or residents and shall be installed prior to issuance of the occupancy permit for each respective building.
8. Provide accessible shower facilities in all employment buildings that are a minimum of four stories or fifty (50) feet in height and containing greater than 100,000 square feet of non-residential uses.

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9. Provide information on office employers' and residential buildings' intranet or internet sites detailing alternative modes of transportation and other travel reduction opportunities.

10. Submit to OTS biennial travel reduction plans outlining strategies for reducing vehicles trips to and from the Property during peak hours.

K. Transit Service Contribution.

At the time of issuance of each residential zoning permit for the Property, the Owner shall make a one-time cash contribution to the County in the amount of Five Hundred Seventy-Five and 00/100 Dollars (\$575.00) for each of the market rate dwelling units developed on the Property. Such contributions shall be used, in the discretion of the Board of Supervisors, to fund capital equipment for transit services that serve the Property. Said contributions shall be escalated in accordance with the changes in the Consumer Price Index ("CPI") from a base year of 2009 (see Proffer VIII.C.).

L. Kincora Shuttle.

Upon issuance of zoning permits for greater than 1,500,000 square foot of non-residential, non-hotel uses (which threshold shall include the non-residential uses constructed on the PD-IP Portion) and if there is adequate demand as determined by the County Office of Transportation Services, the Owner shall provide a private shuttle service during regular business hours utilizing vehicles with a minimum capacity of twenty (20) persons for the transport of employees and residents between the uses on the Property with the intent of connecting those non-residential uses located in Land Bays N and Q with the remaining uses on the Property. In addition, until such time as regional transit service is available to the site, the Applicant shall provide such shuttle service to the nearest park-and ride facility or regional transit facility.

IV. RECREATION AND HISTORIC

A. Recreation.

1. The Owner shall construct a bicycle and pedestrian circulation system consisting of sidewalks and trails on the Property in substantially the same location as illustrated on Sheets 15 and 16 of the Concept Plan. Sidewalks need not be constructed in locations where asphalt trails are constructed to provide the pedestrian circulation linkage depicted on Sheets 15 and 16 of the Concept Plan. Sidewalks shall be constructed on both sides of Roads 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11 and 12 as depicted on Sheet 16 of the Concept Plan and shall include conveyance of appropriate public access easements. Sidewalks and trails shall be constructed in phases concurrently with the development of land in areas adjacent to such sidewalks and trails. Unless constructed in the public right-of-way, sidewalks shall be subject to a public access easement of a minimum of six (6) feet in width, asphalt trails shall be subject to a public access easement of a

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minimum of twelve (12) feet in width, and all other trails shall be subject to a public access easement of a minimum of eight (8) feet in width. Trails constructed within the ~~major floodplain west of Pacific Boulevard or in the River and Stream Corridor 50-foot Management Buffer~~ shall be constructed of pervious surfaces and with raised boardwalk crossings where such trails cross jurisdictional waters and/or wetlands as depicted in the section exhibits provided on Sheet 15 of the Concept Plan. Trails constructed outside of ~~such major floodplain and River and Stream Corridor 50-foot Management Buffer~~ shall be constructed of asphalt and/or such pervious surfaces, boardwalks and raised walkways as may be permitted, in accordance with the applicable provisions of the FSM. Unless a different minimum width is established for a specific trail elsewhere in these Proffers, asphalt trails shall be a minimum width of ten (10) feet. All other trails shall be a minimum width of six (6) feet. Sidewalks shall be constructed of concrete, brick, concrete or brick pavers, marble or other material typically used for sidewalks in office parks and mixed-use centers, in accordance with the Design Guidelines and applicable provisions of the FSM, and shall be a minimum width of ~~four (4) feet for private sidewalks, and, subject to VDOT approval, a minimum width of five (5) feet for public sidewalks.~~

River and Stream Corridor Resource

the River and Stream Corridor Resource

Needs to be consistent with widths shown on the Concept Plan

2. As each portion of the Property receives record plat approval or site plan approval, whichever is first in time, the Owner shall develop and dedicate to the Owners Association provided in Proffer VII, the SWM/BMP Ponds, the trails, civic spaces and open space areas identified in such portion, all as illustrated on the Concept Plan. The declaration of covenants, conditions and restrictions recorded against the Property (the "OA Covenants") shall require the establishment of maintenance procedures and sufficient funding so that the Owners Association will have the financial ability to maintain such facilities and open space areas in a decent, clean, safe and healthy condition for use by residents of the Property.

B. Heron Rookery Observation Platform.

Concurrently with construction of the trails within the floodplain area within the 1,400 foot Rookery Radius as depicted on the Concept Plan, the Owner shall construct an observation platform of not less than 400 square feet from which users of the trail can view the heron rookery. Such observation platform shall be a component of the trail system referenced in Proffer IV.A. and shall be maintained by the Owners Association, unless and until such time as the floodplain and/or the trail and observation platform are dedicated to the County. Such observation platform shall be located outside of the 700 foot Rookery Radius as depicted on the Concept Plan. ~~The Owner reserves the right to install an impervious trail connection from Land Bay C to the observation platform, notwithstanding the limitations on types of trails set forth in Proffer H.D.~~

River and Stream Corridor Resources

C. Dedication of Floodplain Area and Trails.

Within six (6) months of the completion of all work associated with the construction, maintenance and certification by the Army Corps of Engineers and/or the Virginia Department of Environmental Quality, of any wetlands mitigation and/or wetlands mitigation banking areas

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river and stream corridor resources for Broad Run
the Owner develops in the Broad Run floodplain, the Owner shall dedicate to the County the approximately 162.11-acre ~~area~~ west of Pacific Boulevard ~~within the major floodplain for Broad Run~~ as shown on Sheets 34 and 35 of the Concept Plan, at no charge, for use as a natural area for public passive park purposes. Prior to such dedication, all trails located west of Pacific Boulevard and within the major floodplain for Broad Run as depicted on the Concept Plan shall be subject to public access easements to permit use by the public and shall be maintained by the Owners Association. In the event the County desires dedication of the wetlands mitigation and/or wetlands mitigation banking areas prior to the certification by the Army Corps of Engineers and/or the Virginia Department of Environmental Quality, the Owner shall dedicate to the County such areas within six (6) months of a request by the County; provided the Owner retains (i) ownership of all wetlands mitigation banking credits and the County assumes responsibility for maintenance of such wetlands mitigation areas until such areas are certified as completed by the Army Corps of Engineers and/or the Virginia Department of Environmental Quality, and (ii) the right to use and maintain, as may be required by these Proffers, all trails in such dedication area.

D. Broad Run Toll House. - See JOINT REFERRAL

At such time as the Applicant is obligated under this Proffer Statement to construct the extension of Pacific Boulevard across Broad Run and connecting to Russell Branch Parkway, if (i) such extension of Pacific Boulevard will not permit the preservation of the Broad Run Toll House in its current location on Loudoun County GPIN Parcel 040-39-8734, and (ii) the Applicant determines, in consultation with the Office of Historic Preservation, the Department of Parks and Recreation and the Loudoun County Historic District Review Committee, that it is feasible to relocate the Broad Run Toll House from its current location to a suitable location on the Property, the Applicant shall pursue the relocation of the Broad Run Toll House to such alternative location, at the Applicant's sole expense. Such relocation shall be subject to applicable provisions of Section 6-1902 of the Zoning Ordinance and in conformance with applicable state and federal requirements regarding the relocation of such resource.

V. DESIGN - *Include triggers for when each design proffer will be expected to occur.*

A. Design Guidelines and Architectural Review.

The Property shall be developed as a unified community consistent with the Design Guidelines attached to this Proffer Statement as Exhibit D. The Owner shall require the Owners Association created pursuant to Proffer VII, to establish a Design Review Committee consisting of owners of all or portions of the Property. The Design Review Committee shall develop appropriate review procedures to ensure the Property is developed consistent with the Design Guidelines. The Owners Association shall establish the Design Review Committee within three (3) months of the creation of the Owners Association, and all subsequent site and building plans shall be reviewed by the Design Review Committee for consistency with the Design Guidelines.

Design conformance with the Design Guidelines may be enforced by Loudoun County as a proffered element or by the Applicant and the Kincora Owners Association. Prior to creation of the Design Review Committee, conformance with the Design Guidelines will be enforced by Loudoun County.

SEE LOUDOUN STATION PROFFERS (ATTACHMENT 3) AS AN EXAMPLE

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B. Boulevard Entrances.

Road 1 and Road 2, as identified on the Concept Plan, shall be designed and constructed, with landscaped medians eight (8) feet in width, to provide attractive boulevard entrances consistent with the cross-section shown on Sheet 18 of the Concept Plan; provided such landscaping in the medians shall not obstruct necessary sight distances for traffic. A project identification feature comparable in size and quality to the design shown on Sheet 21 of the Concept Plan shall be provided at the entrance from Pacific Boulevard in the southeast corner of Land Bay J identified on Sheet 11 of the Concept Plan.

C. Alleys.

Site plans shall depict the location of alleys that provide access to the interior of each land bay.

D. Demonstration of Square Footage Compliance.

With the filing of each site plan, the Owner shall provide a running tabulation which presents proposed and approved square footage as follows: (i) total overall site development within Kincora; (ii) total non-residential use by category proposed and residual amount available; (iii) total number of hotel rooms proposed and constructed; (iv) total non-residential use versus residential use; and (v) total amount of civic space. Such tabulation shall demonstrate compliance with the square footage limitations set forth in these Proffers and with the tabulation provided on Sheet 13 of the Concept Plan.

E. Screening of Internal Surface Parking Areas.

Surface parking areas shall be screened from the internal private streets with landscaping and walls and/or other streetscape elements comparable in size and quality to the examples provided on Sheets 19 and 19A of the Concept Plan and in Exhibit G, for the purpose of buffering headlight glare and other visual impacts of surface parking.

F. Structured Parking.

At full build-out, at least fifty percent (50%) of the required parking spaces will be located within parking structures. Parking structures that may be visible from public view shall be treated with individual design elements that may include, but not to be limited to, storefront appearance, false fenestration, glass, colored or stamped concrete panels, or any combination thereof, or other architectural treatment for the purpose of blending the parking structure architecture with that of surrounding buildings. In the event that areas planned for structured parking are used as surface parking areas prior to full build-out, those surface parking shall be screened as indicated in Proffer V.E. above.

At full build-out surface parking will be prohibited adjacent to Roads 2, 6, 8, and 9 as identified in the Concept Plan.

At full build-out parking structures along Roads 2 and 6 as identified on the Concept Plan will be shielded with liner buildings.

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G. Loading Docks/Dumpster Pads.

All refuse collection and loading areas on the Property shall be oriented so as to have minimum visibility from ~~public~~ roads and residential uses. If such refuse collection and loading areas are not substantially blocked from view from ~~public~~ roads and residential uses, they shall be treated with architectural elements or decorative fencing and landscaping so as to be screened from ~~public~~ roads and residential uses. *similar to the principal structure.*

H. Rooftop Mechanical Units.

Any mechanical units placed on the rooftops of buildings on the Property shall be screened by architectural features compatible with building facade architecture. *Rooftop amenities,*

I. Building Entrances.

Unless deemed unfeasible in order to comply with federal security guidelines, each building constructed on the Property shall be constructed with its principal entrance oriented towards the street on which it fronts.

Pedestrian access shall be provided from parking areas to the principle entrances of all buildings constructed on the Property. The Owner shall ensure that each building can be accessed from adjacent parking areas via a demarcated pedestrian pathway.

J. Streets, Streetscaping and Landscaping.

1. Street Design. Streets will generally be designed and constructed in a rectilinear pattern of collector roads, local access roads, streets, and alleys, with streets generally terminating in other roads and streets. All private streets, sidewalks and trails shall be consistent with the typical road sections provided on Sheets 17 and 18 of the Concept Plan, ~~provided the Owner reserves the right to apply for and obtain approval of any waivers permitted by the Zoning Ordinance or the FSM.~~

2. Street Trees. ~~Street trees on the Property will be planted in accordance with County criteria or as modified by these Proffers, and the Owner shall utilize, to the maximum extent feasible, trees that develop an overhead leaf canopy along the streets.~~

3. Private Streets. As modified by these Proffers, all private streets developed on the Property shall be owned and maintained by the Owners Association with appropriate covenants, restrictions and assessments. Private streets shall be subject to County review and approval at the time of applicable subdivision and site plan approvals, and shall be designed and constructed in accordance with the standards of the FSM applicable at the time such private streets are submitted to the County for approval. Private streets shall be designed to be comparable in scale to buildings to which they relate so that they contribute to the sense of a well designed ~~village or~~ neighborhood.

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4. Streetscape Plan. The Owner shall submit a streetscape plan for each land bay with the initial site plan submission in each respective land bay. ~~The streetscape plans will conform with County requirements, but shall include (i) all landscape buffer plans for all buffer areas and (ii) deciduous tree plantings (2 1/2" - 3.0" caliper) at an average of forty-four (44) feet on center where on-street parking is provided and thirty-five (35) feet on center where on-street parking is not provided. These trees may be clustered where appropriate. Landscaping along the public streets shall be provided at the time each lot along the street is developed and may be supplemented with landscaping in addition to what is required by the Zoning Ordinance, at the Owner's option.~~

5. Landscaping. Individual building and parking areas on the Property shall be landscaped in a manner that is coordinated, as to plant material, with the streetscape plan along the public streets. The landscaping within the parking areas will consist, primarily, of trees which provide shade or are capable of providing shade at maturity.

6. On-Street Parking. The Owner may provide some of the off-street parking spaces required by the Zoning Ordinance as on-street parking spaces within 400 feet of the subject principal use as permitted by the Zoning Ordinance. All on-street parking spaces shall be provided in accordance with the Zoning Ordinance and applicable VDOT and County standards.

7. Block Sizes. Any block longer than ~~six hundred (600)~~ ^{400 hundred (400)} feet shall contain a mid-block break, such as, ~~without limitation,~~ a plaza, pocket park, tot lot, village green, ~~flower garden,~~ eating/picnic area, seating area, substantial hotel entrance plaza, or ~~comparable passive use.~~ ^{other outdoor gathering space.}

K. Lighting.

Lighting on the Property shall be designed and constructed to minimize light trespass, specifically:

1. Spillover light onto adjacent properties shall not exceed one quarter foot-candle.
2. All exterior light fixtures shall be "full cut-off outdoor lighting fixtures" as defined by the Illuminating Engineering Society of North America (IESNA). Light shall be directed inward and downward toward the interior of the Property, away from public streets (except street lights) and the nearby residential properties.
3. Except for street and parking lot lights installed in accordance with applicable provisions of the FSM, the maximum height of any freestanding exterior lighting fixtures shall be 18 feet. Height shall be measured from the ground surface to the bottom of the lighting fixture.

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for Roads 1, 3, 4, 5, 7, 10, 11, and 12 as identified on the Concept Plan. Buildings shall be located with a maximum front yard setback of 20 feet, as measured from the front of curb for Roads 2, 6, 8, and 9.

L. Specific Land Bay Design Obligations.

1. Building Setbacks. ~~Except as otherwise specifically indicated in these Proffers,~~ buildings shall be located with a maximum front yard set back of twenty-five (25) feet from the adjacent road, as measured from the front of the curb. This setback requirement shall not apply where buildings front along sidewalk cafes, outdoor plazas, courtyards, terraces, hotel entrances/plazas and other ~~pedestrian-oriented civic or~~ ^{useable} open space.

Buildings fronting on Route 28 shall be set back a minimum of fifty (50) feet and a maximum of one hundred and fifty (150) feet from the edge of the Route 28 right-of-way line. Surface parking located between Route 28 or Pacific Boulevard and any buildings located adjacent to Route 28 or Pacific Boulevard, respectively, shall be limited to no more than ~~two (2)~~ ^{one (1)} travel aisles and ~~two (2)~~ ^{one (1)} rows of parking. Such surface parking shall be screened from Route 28 and Pacific Boulevard with landscaping and a berm comparable in size and quality to the Typical Pacific Boulevard Section identified on Sheet 18 of the Concept Plan.

2. Residential Open Space Amenities. Each building containing residential uses shall be located within 300 feet of an open space area at least 2,500 square feet in size. The distance shall be measured from the point on the building closest to such open space area. Open space areas may include tot lots, pocket parks, ~~seating areas, pathways and similar passive~~ recreational amenities. ^{Tot lots shall be a minimum of 5,000 square feet in size containing commercial grade equipment.}

3. Residential Uses in Land Bay F. Any residential uses located in Land Bay F shall only be located within two hundred and fifty (250) feet of the Road 8 frontage of Land Bay F.

4. Retail Sales Establishments in Land Bays West of Pacific Boulevard. ~~Retail sales establishments located within multi-story office buildings that front on Pacific Boulevard in land bays west of Pacific Boulevard shall be oriented to the west and not toward Pacific Boulevard.~~ ^{or Route 28 or Route 28} No retail sales establishments shall be oriented toward Route 28. ^{Retail sales establishments shall be situated so they are not visible from Route 28, Pacific Blvd., or Gloucester Parkway.}

5. No Freestanding Non-Hotel Commercial Uses in Land Bay Q or Land Bay N. There shall be no freestanding non-hotel commercial uses in Land Bay Q or Land Bay N.

6. Screening of Interchange. The Property shall be screened from the Route 28/Nokes Boulevard Interchange with landscaping and a berm along the perimeter of the interchange, a minimum of 2.5 feet in height and comparable in size and quality to the Typical Pacific Boulevard Section identified on Sheet 18 of the Concept Plan.

~~7. Terminus of Road 8 and Road 9. At full build-out of the Property, buildings shall be constructed opposite the southern terminus of Road 8 (in Land Bay H) and the northern terminus of Road 9 (in Land Bay E) as illustrated on Sheet 30 of the Concept Plan.~~

^{Roads 8 and 9 should be aligned to create a full intersection with Roads 2 and 6.}

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VI. EMERGENCY SERVICES

A. Fire and Rescue Site.

If within two (2) years of the approval of this rezoning application ZMAP 2008-0021, the County awards construction of a fire and rescue and/or sheriff substation facility on the Property pursuant to the pending Public-Private Education and Infrastructure Act process for such facility [DO WE HAVE A SPECIFIC REFERENCE NUMBER?], then within sixty (60) days of the date such award is made, the Owner shall dedicate and convey to the Board of Supervisors a minimum of five (5) buildable (i.e., non-floodplain, non-wetlands, non-very steep slopes) acres located in Land Bay N, as identified on Sheets 9 and 10 of the Concept Plan as "Public Use Site," to be used for a County fire and rescue and/or sheriff substation facility. In the event such award is made within two (2) years of the approval of this rezoning application, the Owner shall (i) permit construction of a temporary access road across Land Bay N to such five-acre site until such time as access is available from Pacific Boulevard, (ii) construct street access and sidewalks to the site, and (iii) extend sewer, water, telephone, natural gas and electric service to the perimeter of the site, all concurrent with the Owner's own development activities on the portion of the Property abutting the site. The Owner shall not use such five (5) acre site for staging, dumping or similar activities prior to dedication of the site to the County pursuant to this Proffer. The site plan for any fire and rescue and/or sheriff substation on such five (5) acre site shall be provided for comment to the Design Review Committee identified in Proffer V.A. prior to final approval by the County.

B. Owner's Contribution.

At the time of the issuance of each zoning permit, the Owner shall make a one-time contribution of Ten Cents (\$0.10) per gross square foot of non-residential floor area and Two Hundred Fifty Dollars (\$250.00) per market rate residential dwelling unit, which shall be payable to the County for distribution by the County to the primary volunteer fire and rescue companies providing service to the Property. Such contribution shall be adjusted annually in accordance with changes to the CPI, beginning from a base year of 1988 (see Proffer VIII.C.). Contributions pursuant to this paragraph shall be divided equally between the primary servicing fire and rescue companies providing fire and rescue services to the Property. Notwithstanding the foregoing, at such time as the primary fire and rescue services to the Property are no longer provided by incorporated volunteer companies, the obligation to make the contributions listed within this paragraph shall cease, or be reduced by half if only one service is no longer provided by an incorporated volunteer company. The intent of these provisions is to support a volunteer fire and rescue system so long as it is the primary provider of fire and rescue services to the Property.

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C. Sprinkler Systems.

The Owner shall require all builders to provide sprinkler systems as required by applicable building codes for each use of the Property. The Owner shall install adequate infrastructure to ensure adequate water flow and pressure for such sprinkler systems.

D. Fire & Rescue Review of Site Plans.

In conjunction with the initial submittal of each site plan, the Applicant shall also submit such site plan to Fire, Rescue and Emergency Management Planning for review and approval to ensure that the site layout provides emergency vehicles and personnel adequate access and circulation throughout the Property.

E. Emergency Access.

All buildings and parking structures shall be designed to permit adequate access and circulation of emergency personnel and vehicles.

VII. OWNERS ASSOCIATION

The Owner shall establish an Owners Association for the entire Kincora community, prior to approval of the first record subdivision plat or site plan on the Property, whichever is first in time. Membership in the Owners Association shall be required of owners of all commercial lots and residential units on the Property. The Owners Association shall have among its duties trash collection and maintenance of each of the common area amenities specified herein, including, without limitation, private streets/alleys, private parking areas, stormwater management facilities, common areas and open space, trash removal, recycling services, snow removal, private sidewalks and trails and private roads, and all responsibilities and duties specifically assigned to the Owners Association in this Proffer Statement. Nothing herein shall preclude the Owner from incorporating the PD-IP Portion into the Owners Association and/or establishing separate, sub-associations for any individual sections or land bays within the Property, with such sub-associations assuming responsibility for maintenance and other responsibilities within those individual sections or land bays; provided such separate, sub-associations shall not relieve the owners of units in the applicable sections of the Property from membership in the Owners Association for the entire Kincora community. Owners Association documents for the Property shall be submitted for review and approval by the County prior to the approval of the first application for record subdivision plat or site plan, whichever is first in time.

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VIII. MISCELLANEOUS

A. Existing Wells and Drainfields.

The Owner shall abandon all existing wells and septic systems located on the Property in accordance with applicable law.

B. Preliminary Soils Review.

The Owner shall prepare and submit a Preliminary Soils Review of the entire Property prior to submission to the County of the first preliminary plat, construction plans and profiles or site plan, whichever is first in time, for any section of the Property.

C. Annual Escalation.

Whenever these Proffers refer to the escalation of a proffered contribution or value in accordance with the Consumer Price Index (CPI-U) All Urban Consumers, Washington-DC-MD-VA-WV ("CPI"), unless otherwise expressly stated herein, such reference shall mean that the contribution or value shall escalate annually, beginning on January 1, 2010, and continuing each January 1 thereafter, by an amount equal to the percentage increase in the CPI over the prior year. If the U.S. Department of Labor shall ever cease publishing the CPI, the CPI, for purposes of these Proffers, shall be that index published by the Department of Labor or other U.S. government agency intended to reflect general increases in the cost of living for residents in the Washington, D.C. Standard Metropolitan Statistical Area.

D. Severability.

The Owner reserves the right to file and have accepted for review a proffered condition amendment, zoning concept plan amendment, rezoning, commission permit, zoning modification, special exception, variance or other zoning application for any portion of the Property, without having to obtain the joinder and/or consent of the owners of the other portions of the Property for which the zoning and land use approvals are not impacted by such application, provided that such application complies with the applicable submission requirements and Zoning Ordinance provisions.

E. Binding Effects.

The Owner warrants that the Owner owns all interests in the Property; that the Owner has full authority to bind the Property to these conditions; that the officer and/or manager of the Owner signing these Proffers is authorized to act on behalf of the Owner; and that these Proffers are entered into voluntarily; and that no signature from any third party is necessary for these Proffers to be binding and enforceable in accordance with their terms.

[SIGNATURES ON FOLLOWING PAGE]

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NA DULLES REAL ESTATE INVESTOR LLC,
a Delaware limited liability company

By: _____
Name: _____
Title: _____

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____, to-wit:

Before the undersigned, a Notary Public in and for the aforementioned jurisdiction, personally appeared _____, as _____ of NA Dulles Real Estate Investor LLC, who acknowledged that he executed the foregoing Proffers with the full power and authority to do so, as the act of such company.

IN WITNESS WHEREOF, I have affixed my hand and seal this ____ day of _____, 2009.

Notary Public

My Commission Expires: _____

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b. Bicycle Trail – Pacific Boulevard: To the extent not located within the public right-of-way, dedicate a fourteen (14) foot wide on-site public access easement in the setback area along the west side of Pacific Boulevard, and construct a ten (10) foot wide bicycle trail on the Property within the public right-of-way and/or within such public access easement along the portion of Pacific Boulevard constructed pursuant to the preceding paragraph. This trail shall be located generally as shown on Sheets 15 and 16 of the Concept Plan.

c. Gloucester/Pacific Intersection: In the event signalization is not provided by others, the Owner shall install a traffic signal at the Gloucester/Pacific intersection, subject to review and approval of a traffic signal warrant study submitted to VDOT. The traffic signal and intersection layout shall be designed to VDOT standards and to accommodate the ultimate four-way intersection at such time as Gloucester Parkway is extended to the west. If the traffic signal is not warranted at the time of the construction of the portion of Pacific Boulevard identified in Transportation Phase 1B, then the obligation to provide such signal shall be deferred to the beginning of Transportation Phase 2A, if warranted by VDOT at that time.

4. Transportation Improvements for Transportation Phase 2A (up to and including 1,700,000 square feet of non-residential, non-hotel uses, 500 hotel rooms and 1,068 residential dwelling units). Prior to issuance of the zoning permit for the 1,100,001st square foot of non-residential, non-hotel uses, the 271st hotel room, or the 701st residential dwelling unit, whichever is first in time, and unless already constructed or installed by others, the Owner shall construct or bond for construction the following transportation improvements:

a. Pacific Boulevard: Dedicate right-of-way for the ultimate configuration of this roadway as a four-lane divided road and construct Pacific Boulevard, except any portion already constructed or committed to be constructed by others, from its current terminus at the southern Property boundary across the Property, as a four-lane divided road, to the proposed intersection of Pacific Boulevard and Road 1 between Land Bays F and B, as illustrated on the Concept Plan and in accordance with VDOT standards, together with deceleration, acceleration and turn lanes at the intersections with the roads that provide access to the land bays along Pacific Boulevard, as required by VDOT. In addition, traffic signals shall be provided at all of the intersections with roads that provide access to land bays along Pacific Boulevard, if warranted by VDOT. Warrant studies shall be submitted to VDOT and the County with the submission of the construction plans and profiles for such roads that provide access to the land bays along Pacific Boulevard. If the traffic signals proffered in

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Proffer III.D.3.a. are still not warranted at the beginning of Transportation Phase 2A, then the obligation to provide such signals shall be deferred to the beginning of Transportation Phase 2B if warranted by VDOT at that time.

b. Bicycle Trail – Pacific Boulevard: To the extent not located within the public right-of-way, dedicate a fourteen (14) foot wide on-site public access easement in the setback area along the west side of Pacific Boulevard, and construct a ten (10) foot wide multi-purpose trail on the Property within the public right-of-way and/or within such public access easement along the portion of Pacific Boulevard constructed pursuant to the preceding paragraph. This trail shall be located generally as shown on Sheets 15 and 16 of the Concept Plan.

c. Gloucester/Pacific Intersection: In the event signalization is not provided by others or in prior phases of development, a traffic signal will be installed at the Gloucester/Pacific intersection, subject to review and approval of a traffic signal warrant study submitted to VDOT. The traffic signal and intersection layout will be designed to VDOT standards and to accommodate the ultimate four-way intersection at such time as Gloucester Parkway is extended to the west. If the traffic signal is not warranted at the beginning of Transportation Phase 2A, then the obligation to provide such signal shall be deferred to the beginning of Transportation Phase 2B if warranted by VDOT at that time.

5. Transportation Improvements for Transportation Phase 2B (up to and including 2,400,000 square feet of non-residential, non-hotel uses, 720 hotel rooms and 1,400 residential dwelling units). Prior to issuance of the zoning permit for the 1,700,001st square foot of non-residential, non-hotel uses, the 501st hotel room, or the 1,069th residential dwelling unit, whichever is first in time, and unless already constructed or installed by others, the Owner shall construct or bond for construction the following transportation improvements:

a. Pacific Boulevard: Dedicate right-of-way for the ultimate configuration of this roadway as a four-lane divided road and construct Pacific Boulevard, except any portion already constructed or committed to be constructed by others, from its then current northerly terminus across the Property as shown on the Concept Plan, with a bridge across Broad Run, and, subject to right-of-way being provided by others, connecting to the eastern terminus of Russell Branch Parkway. Such road extension shall be four-lane divided roadway and shall be constructed, as illustrated on the Concept Plan and in accordance with VDOT standards, together with deceleration, acceleration and turn lanes at the intersections with the roads that provide access to the land bays along Pacific Boulevard, as

VII. BUILDING AND SITE DESIGN GUIDELINES

A. ARCHITECTURAL STYLE

The Applicant shall establish the Loudoun Station Design Review Board (the "DRB") prior to the issuance of the first Zoning Permit. Loudoun Station shall be developed in accordance with the attached "Loudoun Station Design Guidelines and Standards", dated October 24, 2003, attached hereto as Exhibit B, as prepared by Davis-Carter-Scott, Ltd.. All development will be subject to architectural review and approval of the DRB pursuant to the "Declaration of Protective Covenants" established for Loudoun Station. The covenants shall be submitted to the County staff concurrently with the Design Guidelines and will be part of the documents for the Loudoun Station Owners Association. The design, scale, proportion, and building setbacks shall be complimentary throughout the Subject Property. Once adopted, any major revision to the Design Guidelines and Standards shall not occur prior to review by the County and the Loudoun Station DRB.

B. DESIGN GUIDELINES

The Applicant and the Loudoun Station Owner's Association shall implement and enforce the "Loudoun Station Design Guidelines and Standards" (the "Design Guidelines") attached herein as Exhibit B. The Design Guidelines depict the architecture, landscape, plaza, and open space design requirements for the Subject Property and shall be made applicable to the Subject Property through covenants recorded prior to the first site plan approval. Architectural development of the Loudoun Station project shall be in general conformance with the Design Guidelines. General conformance with the Design Guidelines may be enforced by Loudoun County as a proffered element or by the Applicant and the Loudoun Station Owner's Association under operative covenants.

C. SIGNAGE AND LIGHTING

1. Comprehensive Sign Plan: At the time of submission of the first FDP for Phase 1, the Applicant shall submit for County review and approval a "Comprehensive Sign Plan" that will define the uniform standards for providing signage within the Subject Property. At a minimum, the signage plan shall include: (i) a proposed design for the main entry signs; (ii) a design for informational or directional signage for areas shown on each Site Plan, if any is proposed; (iii) design standards for individual commercial business signs and residential structures. The Applicant will conform to all submission requirements for a Comprehensive Sign Plan, as defined in the Zoning Ordinance.
2. Site Lighting: At the time of submission of each FDP for the development within the project, the Applicant shall submit to the County Staff for review and approval a lighting program that addresses site lighting for that FDP. Lighting fixtures used for parking areas shall be of a style and design that is similar to the architectural design of the entire project as depicted in the Loudoun Station Design Guidelines and Standards. Lighting shall be designed to eliminate glare on adjacent public roadways (including the Regency subdivision) through the use of fixtures that provide directional control of light away from the adjacent properties with down-lit fixtures and shall conform to the following criteria:
 - a. There shall be a maximum average illumination of five-foot candles for lighting on the exterior of the building including security lighting.
 - b. There shall be a maximum average illumination of 20-foot candles for any parking lots (on-grade or structured).

Attachment 4- Capital Facilities Impact Analysis (Eastern)
ZMAP 2008-0021, Kincora Village Center

TOTAL PROJECTED CAPITAL FACILITIES IMPACT

The total projected capital facilities impact of the proposed development is calculated using the approved capital intensity factors for the proposed unit mix. Revised Capital Intensity Factors (CIFs) were adopted by the Board of Supervisors on July 21, 2009.

<i>Housing Type</i>	<i>Total Number of Units</i>	<i>Capital Intensity Factors</i>	<i>Projected Capital Facilities Impact</i>
Single-Family Detached (SFD)	0	\$59,470	\$0
Single-Family Attached (SFA)	0	\$40,385	\$0
Multi-Family (MF)	1400	\$23,758	\$33,261,200
TOTAL	1400		\$33,261,200

1400 Total Units \$33,261,200 Total Projected Capital Facilities Impact

ANTICIPATED CAPITAL FACILITIES CONTRIBUTION

The anticipated capital facilities contribution of the proposed development takes into account Affordable Dwelling Units (ADUs) and the number of units permitted by the base density. According to a resolution passed by the Board of Supervisors on February 15, 2005, the base density and base unit type of a type of property should be calculated using the current zoning of the property.

1. Number of Market Rate Units Subject to Capital Facilities Proffer Guidelines

<i>Housing Type</i>	<i>Total Number of Units</i>	<i>Number of Proposed ADUs</i>	<i>Number of Market Rate Units</i>
Single-Family Detached (SFD)	0	0	0
Single-Family Attached (SFA)	0	0	0
Multi-Family (MF)	1400	0	1400
TOTAL	1400	0	1400

2. Capital Facilities Calculations for Market Rate Units

<i>Housing Type</i>	<i>Total Number of Market Rate Units</i>	<i>Capital Intensity Factors</i>	<i>Capital Facilities Calculations for Market Rate Units</i>
Single-Family Detached (SFD)	0	\$59,470	\$0
Single-Family Attached (SFA)	0	\$40,385	\$0
Multi-Family (MF)	1400	\$23,758	\$33,261,200
TOTAL	1400		\$33,261,200

3. Capital Facility Credit for Base Density Units assuming Single Family Detached Dwellings

<i>Zoning District</i>	<i>Acres</i>	<i>Density Permitted By-right (du/acre)</i>	<i>Base Density Units</i>	<i>Capital Intensity Factor</i>	<i>Capital Facility Credit for Base Density Units</i>
PD-IP	336.64	0	0	\$59,470	\$0
0	0.00	0	0	\$59,470	\$0
0	0.00	0	0	\$59,470	\$0
TOTAL			0		\$0

4. Anticipated Capital Facilities Contribution

\$33,261,200 - \$0 = \$33,261,200

\$33,261,200 Anticipated Capital Facilities Contribution

Attachment 5 - Open Space Preservation Program Analysis
ZMAP 2008-0021, Kincora Village Center

Based on the Open Space Proffer Guidelines of the Revised General Plan, the Board of Supervisors anticipates evidence of participation in the Open Space Preservation Program to achieve higher densities in mixed-use communities proposed for development in the Suburban Policy Area. The Plan states that "5% of all residential units associated with densities above 4.0 dwelling units/acre should result from the acquisition of an equivalent number of open space easements." The Plan provides guidelines for the location and types of open space desired to be provided or purchased with cash in lieu on a per unit basis (Revised General Plan, Chapter 11, *Open Space Guidelines*). For high density residential neighborhoods, 0.05 easements is anticipated for every dwelling unit over a density of 4.0 du/acre.

1. Number of Units Permitted at 4.0 du/acre
$$45.00 \text{ acres} \times 4 = 180$$

2. Number of Units Subject to Open Space Proffer Guidelines
$$1400 - 180 = 1220$$

3. Exempt Affordable Dwelling Units
$$1220 - 0 = 1220$$

4. 5% of Units over 4.0 du/acre
$$1220 \times 0.05 = 61$$

5. Total Units Linked to Open Space Preservation = **61**

6. Accepted Contribution Range: \$3,800 to \$5,000 per Easement

\$231,800 to \$305,000

Attachment 6 - Open Space Preservation Program Analysis
ZMAP 2008-0021, Kincora Village Center

Based on the Open Space Proffer Guidelines of the Revised General Plan, "residential densities above 3.5 and up to and including 4.0 dwelling units per acre may be considered by the County in return for voluntary participation in the open space preservation program." The Plan provides guidelines for the location and types of open space desired to be provided or purchased with cash in lieu on a per unit basis (Revised General Plan, Chapter 11, *Open Space Guidelines*). For residential neighborhoods, 1.0 easement is anticipated for every dwelling unit over a density of 3.5 du/acre.

1. Number of Units Permitted at 3.5 du/acre					
45.00	acres	x	3.5	=	157.5
2. Number of Units Subject to Open Space Proffer Guidelines					
1400	-	157.5	=		1242.5
3. Exempt Affordable Dwelling Units					
1242.5	-	0	=		1242.5
5. Total Units Linked to Open Space Preservation =					1242.5
6. Accepted Contribution Range: \$3,800 to \$5,000 per Easement					
\$4,721,500	to	\$6,212,500			